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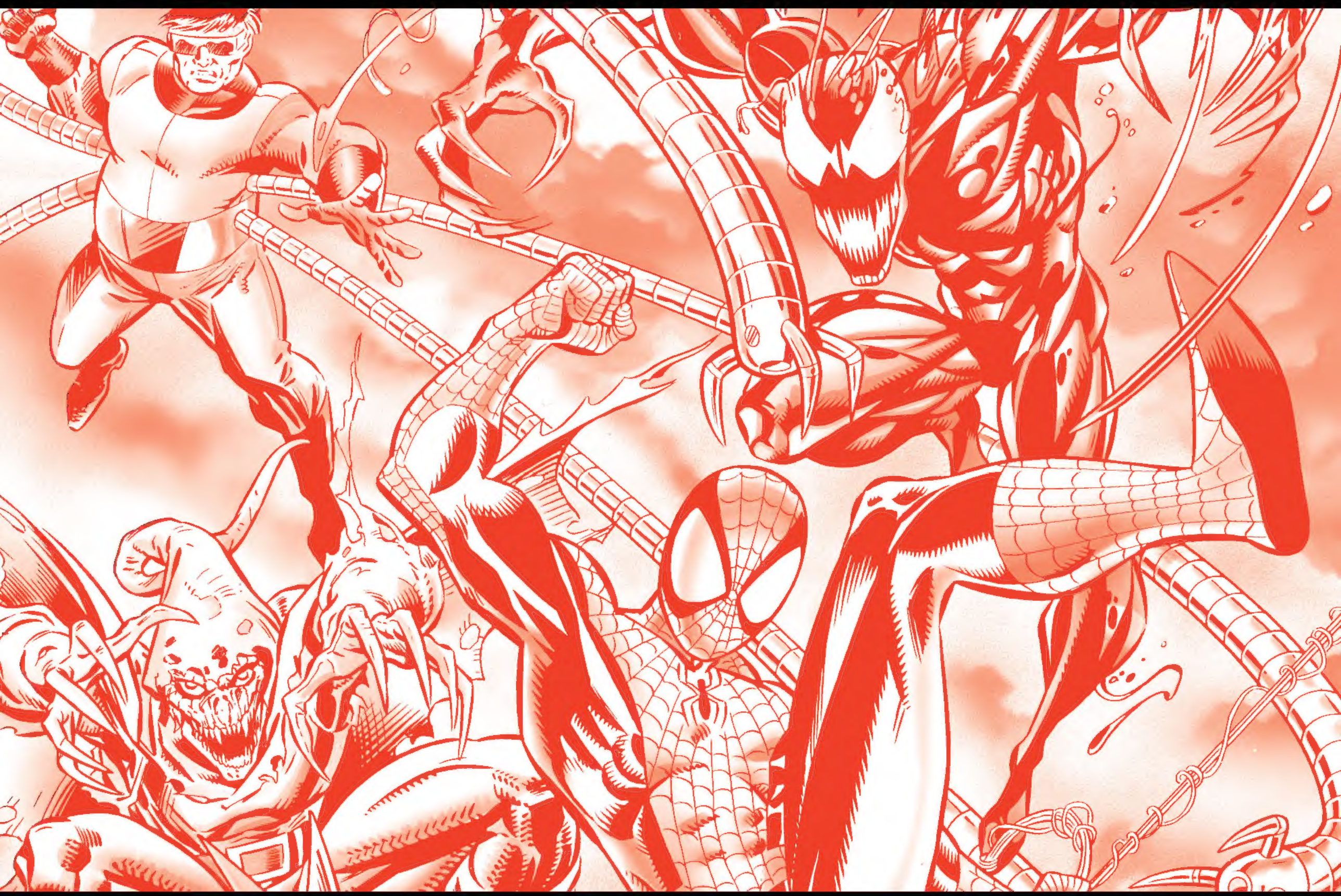

the AMAZING SPIDER-MAN

LIFETHEFT

VOLUME 26

1993-1994

AMAZING SPIDER-MAN #381-393 & ANNUAL #28, SPIDER-MAN #45,
SPECTACULAR SPIDER-MAN #211, WEB OF SPIDER-MAN #112
AND AMAZING SPIDER-MAN ASHCAN EDITION

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"SAMSON UNLEASHED!"

AMAZING SPIDER-MAN #382, OCTOBER 1993
"EMERALD RAGE!"

AMAZING SPIDER-MAN #383, NOVEMBER 1993
"JUDGEMENT NIGHT"

AMAZING SPIDER-MAN #384, DECEMBER 1993
"DREAMS OF INNOCENCE"

AMAZING SPIDER-MAN #385, JANUARY 1994
"ROUGH JUSTICE!"

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"THE MORTAL PAST"
"FATAL INSTINCT"
"MISTER SMITH GOES TO TOWN"
"NO SON OF MINE"

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"PURSUIT, PART ONE: THE DREAM BEFORE"

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"PURSUIT, PART THREE: TRAIL'S END"

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"PURSUIT, PART FOUR: THE FACELESS MAN"

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"SHRIEKING, PART TWO: THE BURNING FUSE!"

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"SHRIEKING, PART THREE: THE COCOON!"

AMAZING SPIDER-MAN #393, SEPTEMBER 1994
"SHRIEKING, PART FOUR: MOTHER LOVE...MOTHER HATE!"

AMAZING SPIDER-MAN ASHCAN EDITION, 1994
"HOW IT ALL BEGAN"

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the AMAZING SPIDER-MAN®

HEY, SPIDEY! THE INCREDIBLE HULK® IS IN TOWN --

-- AND HE'S GONNA SQUASH YOU LIKE A BUG!!

BAGS + '93 RE.

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAVID MICHELINIE · MARK BAGLEY · EMBERLIN & MILGROM · RICK PARKER · BOB SHAREN · DANNY FINGEROTH · TOM DEFALCO
WRITER · PENCILER · FINISHES · LETTERING · COLORIST · EDITOR · EDITOR IN CHIEF

YES. I DECLARE THAT THIS DELAY IS ANNOYING ME.

NEW CUST

Oh.

CUSTOM

DEPT. OF IMMIGRAT

H-HERE'S YOUR PASSPORT, SIR!

HAVE A NICE DAY...?

WELCOME BACK, BRUCE,

CUST

Hmh?

YOU!

HERE?

BRUCE BANNER AND DR. LEONARD SAMSON--

--JUST "BUMPING INTO" EACH OTHER?

THAT'S NO COINCIDENCE.

YOU'RE RIGHT. THE PANTHEON TOLD ME YOU'D BE STOPPING HERE ON YOUR WAY BACK FROM SCOTLAND.*

* WHERE INCREDIBLE HULK #407 TOOK PLACE.--DANNY

I THOUGHT I'D SPEND SOME TIME JUST RE-LAXING.

BUT YOU'RE NOT GOING TO LET ME, ARE YOU?

I'M HERE FOR A REASON, BRUCE.

THERE'S A DEMONSTRATION BEING GIVEN AT A RESEARCH CENTER IN TOWN.

WHAT SCIENTISTS SAY THEY'VE DEVELOPED COULD HAVE RAMIFICATIONS FOR US BOTH.

THEY CLAIM A RADICAL BREAKTHROUGH IN MEDICAL PSYCHIATRY, A RADIATION "VIRUS" THAT RELEASES REPRESSED EMOTIONS!

I WANT YOU TO GO WITH ME. THIS NEW TECHNIQUE COULD HAVE APPLICATIONS TO THE *MOOD SWINGS* I'VE BEEN TREATING YOU FOR.

IF THE GAMMA VIRUS WORKS LIKE THEY--

I DON'T *BELIEVE* YOU, SAMSON!

LOOK AT ME! LOOK AT YOURSELF, THE *ABOMINATION*, THE *LEADER*!

THAT'S WHAT HAPPENS WHEN PEOPLE MUCK WITH GAMMA RAYS!

GAMMA?

GAMMA?!

IF YOU GO WITHIN A *MILE* OF THAT DEM-ONSTRATION, DOCTOR--

--*YOU'RE* THE ONE WHO'S *CRAZY!*

I'M OUTTA HERE!

" HAYBURNER " LOOKS PRETTY GOOD INNA FIFTH RACE./MAYBE I CAN SNOW MY NEXT FARE INTA SWINGIN' BY THE TRACK SO'S I CAN --

TAXI

--WHOA! THAT'S SOME SHADOW! 'BOUT THE SIZE O' PITTSBURGH!

TAXI, PAL?

THE [illegible]

YOU'RE KIDDING.

TAXI

RIGHT?

UH, YEAH!

B-B-BIG JOKE!

" REEEEEALLY BIG! "

MEANWHILE, AT A SCHOOLYARD IN LOWER MANHATTAN...

C'MON, CHUCKIE, FORK OVER THE LUNCH MONEY--

--OR YA'LL NEVER SEE 5TH GRADE!

=ahem= PERHAPS CHARLES FORGOT TO MENTION --

--THAT HE HAS FRIENDS IN HIGH PLACES!

SPIDER-MAN?! J-JUST KIDDIN', GUY! I- I DON'T EAT LUNCH ANYWAY!

M-ME, NEITHER! CAFETERIA FOOD STINKS!

I WAS JUST PASSING BY, THOUGHT YOU COULD USE A HAND.

THANKS, SPIDEY! GEE, COULD I HAVE YOUR AUTO-GRAPH?

SURE! =heh=

MY PLEASURE!

OH, WOW! TALK ABOUT LUCK!

I'LL BET I CAN GET FIFTY BUCKS FOR THIS!

THWIP

SOME PEOPLE MIGHT THINK STOPPING "PLAYGROUND EXTORTION" IS PRETTY FEEBLE! BUT I CAN'T EXPRESS HOW GOOD IT FEELS--

--TO MAKE A LITTLE DIFFERENCE, TO RIGHT SMALL WRONGS AGAIN--

--ESPECIALLY AFTER ALL THAT HORROR AND BLOODSHED RECENTLY, WHEN CARNAGE ALMOST TURNED THIS CITY INTO A SLAUGH-TERHOUSE!*

* LIKE... IN ALL 14 CHAPTERS OF "MAXIMUM CARNAGE."--D.F.

I FOUND OUT A LOT DURING THAT STRUGGLE-- AND DURING THE INFINITY CRUSADE*, ABOUT MYSELF--

--AND THE PEOPLE I LOVE!

*SEE I.C. AND CURRENT ISSUES OF WEB OF SPIDER-MAN.--D.F.

AND THE MOST IMPORTANT THING I LEARNED--

--WAS NEVER TO TAKE THEM FOR GRANTED!

IN THE KITCHEN OF MARY JANE AND PETER PARKER'S SOHO APARTMENT...

♪ DON'T STOP ♪ ♪ THINKIN' ABOUT TOMORROW!

Ahhh, WHAT A DELIGHTFUL AROMA! CHANEL No. 5 -- AND OREGANO!

PETER! YOU WEREN'T SUPPOSED TO BE HOME THIS EARLY!

THAT THRILLED TO SEE ME, huh?

SILLY!

I FOUND MYSELF WITH SOME FREE TIME, SO I THOUGHT I'D SPEND IT FIXING US A GOURMET LUNCH!

IT WAS SUPPOSED TO BE A SURPRISE!

SORRY, HON. PULLING STRINGS TO GET AN INVITE TO THAT GAMMA VIRUS DEMONSTRATION DIDN'T TAKE AS LONG AS I THOUGHT!

BEING A NEWS PHOTOGRAPHER FOR THE DAILY BUGLE HAS SOME ADVANTAGES!

BUT... SMEK!

...SINCE WE BOTH SEEM TO HAVE A BIT OF LEISURE TIME ON OUR HANDS...

...PERHAPS WE COULD THINK OF SOME WAY...

...TO AMUSE OURSELVES!

NOW, PETER, I WORKED SO HARD!

MMMMMMMMMMm.

THE ASPARAGUS, TH-THE SALMON--!

OoOoh!

OF COURSE, LEFTOVERS ARE NICE...!

BUT WHILE THINGS WARM UP IN SOHO, AT A HOUSE IN FOREST HILLS...

COFFEE'S HOT!

ANOTHER CUP, MARY?

Mm-hm! THAT CASSEROLE WAS WONDERFUL!

I'VE BEEN THINKING, MAY-- WOULD YOU LIKE ME TO VISIT THE CEMETERY WITH YOU NEXT WEEK?

WHY, RICHARD... WHAT EVER FOR?

I THOUGHT YOU MIGHT WANT TO GO TO BEN'S GRAVE. AFTER ALL--

--NEXT WEEK MARKS THE ANNIVERSARY OF WHEN YOU TWO WERE MARRIED!

KTOK

MAY! WHAT IS IT? WHAT'S WRONG--?

TH-THE CUP SLIPPED! THAT'S ALL! IT...

... IT'S NOTHING TO WORRY ABOUT!

MANHATTAN, LATER THAT DAY.

I LOVE SCIENCE!

IN FACT, IT WAS AT A DEMONSTRATION SIMILAR TO THIS ONE WHERE I WAS BITTEN BY THE RADIOACTIVE *SPIDER* THAT GAVE ME MY *POWERS!*

FUNNY THING IS, THAT DIDN'T SCARE ME *AWAY* FROM SCIENCE-- IT MADE ME WANT TO KNOW EVEN MORE *ABOUT* IT!

WHEN I GET MY ADVANCED DEGREE FROM EMPIRE STATE UNIVERSITY, I HOPE TO MAKE A LIVING DOING MY *OWN* RESEARCH PROJECTS!

'COURSE, WHAT'LL SPIDER-MAN DO THEN? WILL I STILL HAVE *TIME* FOR--

--HEY! THAT'S *DOC SAMSON!*

WELL, WHY NOT? HE'S AN INVENTOR HIMSELF-- AND HE'S CERTAINLY HAD EXPERIENCE WITH *GAMMA RAYS!*

GOOD AFTERNOON, AND WELCOME. I'M *DOCTOR POLLOCK.*

AS YOU'VE READ IN OUR PRESENTATION--

--THE PURPOSE OF THIS EXPERIMENT IS TO SHOW HOW A PRECISELY-STRUCTURED RADIATION" VIRUS"--

--WHEN PROJECTED INTO THIS DIAGNOSED SCHIZOPHRENIC'S BRAIN--

--WILL RELEASE THE REPRESSED HATRED AND ANGER THAT HE CAN'T *CONSCIOUSLY* ADMIT TO HIMSELF!

"ONCE IN THE OPEN, WE BELIEVE THEY WILL BE MORE EASILY TREATED.

"AND NOW-- BEGIN!"

BIP

HRMMMMMM

IT'LL BE INTERESTING TO SEE WHAT--HUH? SPIDER-SENSE TINGLING! SOMETHING'S--

"--WRONG!"

S-SOMETHING'S WRONG! THE VIRUS ISN'T FOCUSING! I-IT'S JUST HOVERING, AS IF CONFUSED!

AS IF IT DIDN'T KNOW WHERE TO--

-- OH, MY LORD! N-NOW IT'S SLAMMING AGAINST THE CONTAINMENT! LIKE IT WANTS TO GET--

KREEKK

-- OUT!

GET OUT! ALL OF YOU!

NOW!

I'LL TRY TO KEEP THE BARRIER WALL INTACT!

EVERYONE ELSE IS GONE! BUT SAMSON CAN'T DO THIS ALONE!

OOO

I CAN'T DO IT! NOT ALONE!

OOO

PRESSURE'S TOO GREAT! VIRUS LEAKING OUT, WRAPPING AROUND ME! IT... I-IT'S GOING TO--

FLESH

WHERE'D THE VIRUS GO?

IT ALMOST LOOKED LIKE IT WAS AFTER SAMSON!

BUT I CAN WORRY ABOUT THAT AFTER I MAKE SURE THE DOC IS--

"--ALL RIGHT?"

OBOY! OFFHAND, I'D SAY THAT'S ABOUT AS WRONG AS YOU CAN GET!

AT LEAST I HAVE A PRETTY GOOD IDEA ABOUT WHERE THE VIRUS IS NOW!

"IT'S INSIDE DOC SAMSON! MUST'VE BEEN ATTRACTED BY HIS GAMMA-IRRADIATED BLOOD!

"IF POLLACK'S THEORY IS RIGHT, THE VIRUS IS RELEASING ALL OF SAMSON'S PENT-UP HOSTILITY! AND, BROTHER--

"--HAS HE GOT A BUNCH OF THAT!"

I'M AT A BIG DISADVANTAGE!

FEEL LIKE I HAVE TO HOLD BACK!

THWIP

THWIP

CHBASH

AFTER ALL, SAMSON ISN'T EVIL-- HE'S JUST A *VICTIM* OF THAT VIRUS!

I HAVE TO TRY NOT TO *HURT* HIM!

WHICH COULD BE KINDA TOUGH--

SKRRRRIP

RAAARRR!

--SINCE HE APPARENTLY DOESN'T FEEL THE SAME ABOUT *ME*!

GO 'WAY! DON'T WANNA KILL YOU--

-- WANNA KILL BANNER!

"BANNER"? THE HULK IS IN TOWN, TOO?!

Oh, MAN, I NEED THIS...?

≥Yeeesh≤ THAT WAS DUMB! GOTSO SHAKEN UP--

-- THAT I ALMOST DIDN'T REACT TO MY SPIDER-SENSE IN TIME! BUT WHILE I AVOIDED SAMSON'S PUNCH--

-- IT BROUGHT DOWN AN ENTIRE WALL!

"ON ME...!"

BANNER... YES... SOUTH BY SOUTHWEST!

I CAN SMELL HIS GREEN BLOOD!

BLOOD I'M GONNA SPLATTER ALL OVER THIS CITY!

OOOOO... THAT WAS NASTY!

AND CLOSE!

BARELY HAD TIME TO SPIN A WEBBING SHIELD TO CUSHION THE BLOW!

BUT WHAT ABOUT--?

POLLOCK! WHERE'D SAMSON GO?

TH-TH-THAT WAY!

THANKS!

BUT WHILE SPIDER-MAN HEADS DOWNTOWN--

--TO THE EAST, IN FOREST HILLS...

NO, THAT'S A BIG COMPANY. THEY'D BE TOO EXPENSIVE.

I'M GOING TO TAKE A WALK, MAY--WORK OFF THAT KILLER CASSEROLE!

WANT TO COME?

HMMM, THIS LOOKS MORE LIKE--

Uh, N-NO THANK YOU, RICHARD! I HAVE A PHONE CALL TO MAKE!

YOU'RE MIGHTY JITTERY, MAY. SOMETHING TROUBLING YOU?

DON'T BE SILLY, RICHARD! I-IT'S NOTHING--

--YOU SHOULD BE CONCERNED ABOUT!

PRIVATE DETECTIVES

MANHATTAN

BRO

LYN

QUE

MEANWHILE, IN WASHINGTON SQUARE PARK...

W-WE'D BETTER GO, GARY!

JUST DO IT

LOOK AT THEM. STUPID SHEEP!

MY SHOE SIZE IS PROBABLY BIGGER THAN THEIR S.A.T. SCORES!

--DOESN'T MEAN THAT WHENEVER I'M AROUND THERE HAS TO BE--

--VIOLENCE?

JUST BECAUSE I'M BIG AND HAVE A REP--

I'M GONNA FLAY YOU, BANNER!

I'M GONNA RIP YOUR ARTERIES OUT AN' STRANGLE YA WITH 'EM!

I'M GONNA--

CRIPES, LEONARD!

WHAMB

YOU TALK ABOUT MY MOOD SWINGS!

OKAY, THIS IS THE DIRECTION THAT SCIENTIST POINTED ME IN!

BUT HOW DO I FIND--

Ah-ha!

I DO BELIEVE THAT QUALIFIES--

WHSSSSHH

"--AS A CLUE!"

YEP, LOOKS LIKE ROUND ONE IS JUST STARTING! I'D BETTER GET OVER THERE AND--

PUSH

"-- WAITAMMINIT! THERE'S ONE THING I DIDN'T THINK OF:

" HOW IS ONE OF ME GONNA STOP THE TWO OF THEM ?!"

" SAMSON MUST'VE COME AFTER BANNER BECAUSE THAT GAMMA VIRUS RELEASED HIS REPRESSED EMOTIONS...

"...ANGER ABOUT ALL THE TIMES HE TRIED TO CAPTURE THE HULK AND FAILED..

"...AND FRUSTRATION AT HIS INABILITY TO CURE BRUCE BANNER!

" BUT EVEN WITH THE VIRUS ADDING TO HIS OWN INCREDIBLE STRENGTH, IT LOOKS LIKE DOC SAMSON IS NO MATCH FOR--

"THE HULK!

THAT'S ENOUGH, BANNER! YOU WANT TO KILL HIM?

THE THOUGHT *DID* OCCUR! NOW BUTT OUT!

LEONARD'S BEEN *ASKING* FOR THIS FOR A LONG TIME!

AND I'M IN AN *ANSWERING* MOOD!

OUCH.

GONNA CRUMP YA, BANNER!

SHOW YA WHAT IT'S LIKE TA BE SMALL!

GONNA SQUEEZE YA TILL YA *POP!*

NOT LIKELY, LEONARD--

--AFTER I'VE KNOCKED YOU BACK TO *RENO* WITH A FLICK OF MY LITTLE FIN--

--GER?

WHA... WH-WHAT'S HAPPEN--

HYYAAAGGH

AW, GEEZ!

LOOKS LIKE SOMEONE'S DYING!

BACK OFF!

BOTH OF YOU!

NOW TO-- huh? SAMSON LOOKS OKAY, BACK TO NORMAL! THE VIRUS MUST HAVE BURNED ITSELF OUT!

THANK HEAVEN! THE WAY THAT RADIATION SEEMED TO BOOST HIS STRENGTH, IT WOULD'VE BEEN HARD TO STOP HIM WHILE--

GONNA SMASH YA, LEONARD!

OH, GOD! NO!

TH-- THE VIRUS DIDN'T BURN OUT! IT JUST FOUND--

"--A NEW HOME!"

NEXT: SPIDEY and DOC SAMSON VS. Ultra-HULK IN... EMERALD RAGE!"

PLUS: If you read the blurb at the top of this issue's cover, you know **big things** will be happening quickly in Spidey's life. And if you think they involve his **parents**. . . you're **right!** Be here next month as things **really** heat up!

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IS THE INCREDIBLE HULK TEAMING UP WITH --

The AMAZING SPIDER-MAN®

NOPE! OL' GREENSKIN'S ABOUT TO POUND HIM INTO JELLY!!!

BAGLEY + RE. 93

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: **THE AMAZING SPIDER-MAN®**

EMERALD RAGE!

MANHATTAN'S WASHINGTON SQUARE PARK!

PRIME REAL ESTATE PRESENTLY BEING REDUCED TO **RUBBLE** BY THE RAVING, RAMPAGING **HULK!**

DOC SAMSON-- LOOK OUT!

DAVID MICHELINIE — SCRIPT
MARK BAGLEY — PENCILER
RANDY EMBERLIN — INKS
RICK PARKER — LETTERING
BOB SHAREN — COLORS
DANNY FINGEROTH — EDITOR
TOM DEFALCO, EDITOR IN CHIEF

TELL ME I'M WRONG, DOC! TELL ME HE'S NOT EVEN *STRONGER* THAN BEFORE!

I CAN'T *LIE* TO YOU, SPIDER-MAN--

--THE *GAMMA VIRUS* THAT INFECTED ME * HAS TRANSFERRED TO *BRUCE BANNER'S* BODY, PROBABLY ATTRACTED TO THE GREATER GAMMA RESIDUE THERE!

* LAST ISSUE. -- DANNY

BUT WASN'T THAT ARTIFICIAL "GERM"--

--DESIGNED TO RELEASE REPRESSED *ANGER?*

YES, AND THE *HULK'S* GOT THAT TO *SPARE!*

TELL ME ABOUT IT!

WE'VE GOTTA *STOP* HIM BEFORE HE LEVELS THE CITY!

'COURSE, SUGGESTIONS ON HOW WE MIGHT *ACCOMPLISH* THAT WOULD BE APPRECIATED!

MAYBE A CHOKE HOLD! IF HE'S UNCONSCIOUS--!

GNAT?

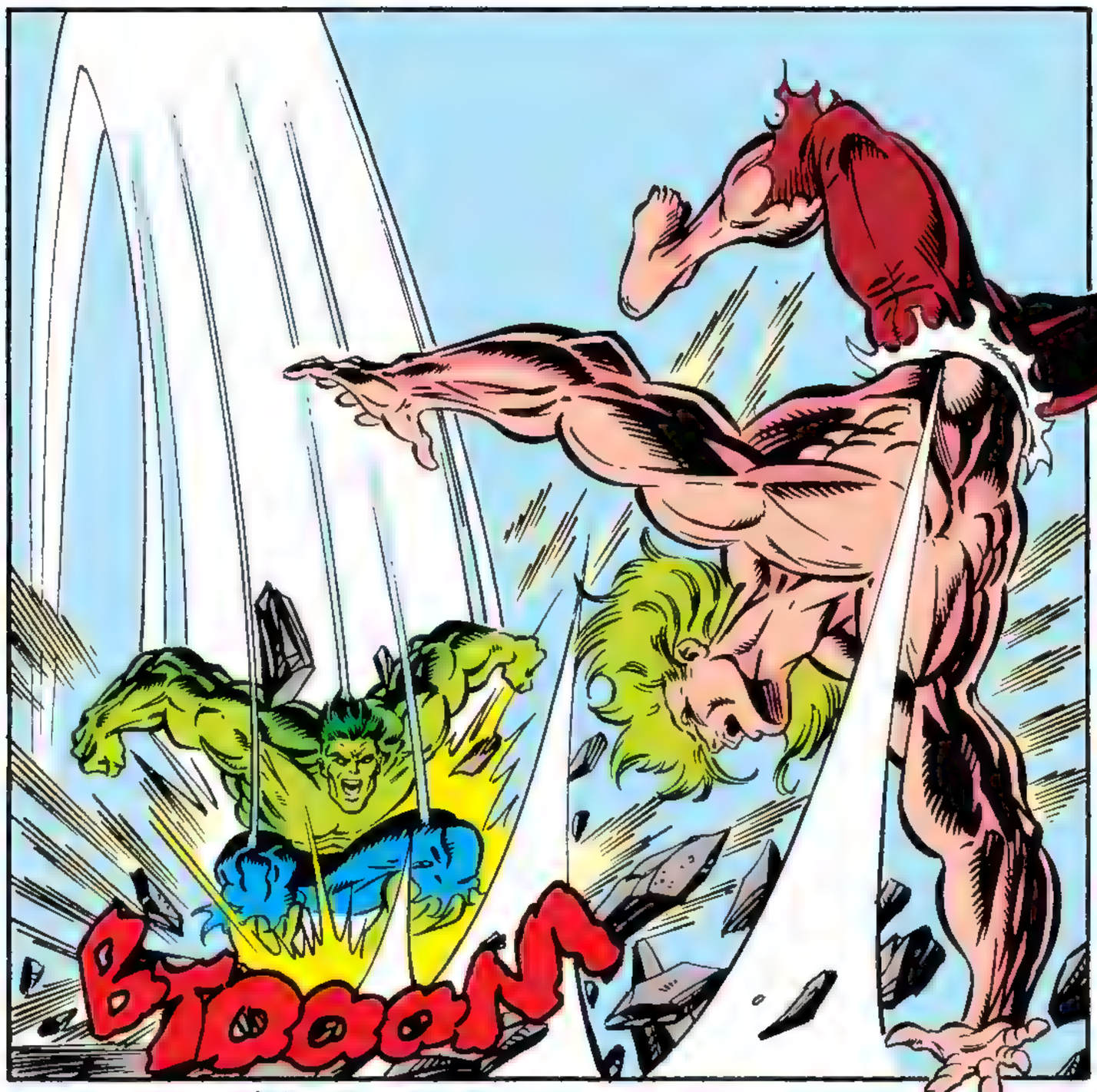
GO 'WAY!

WHAUGH

I ONLY WANTED... TO HELP BRUCE! THOUGHT THAT GAMMA PROCESS... MIGHT RELEASE HIS INHIBITIONS... MAKE IT EASIER TO TREAT HIS TROUBLING MOOD SWINGS!

BUT NOW... IT LOOKS LIKE *I'M* THE ONE WHO NEEDS--

-- HELP?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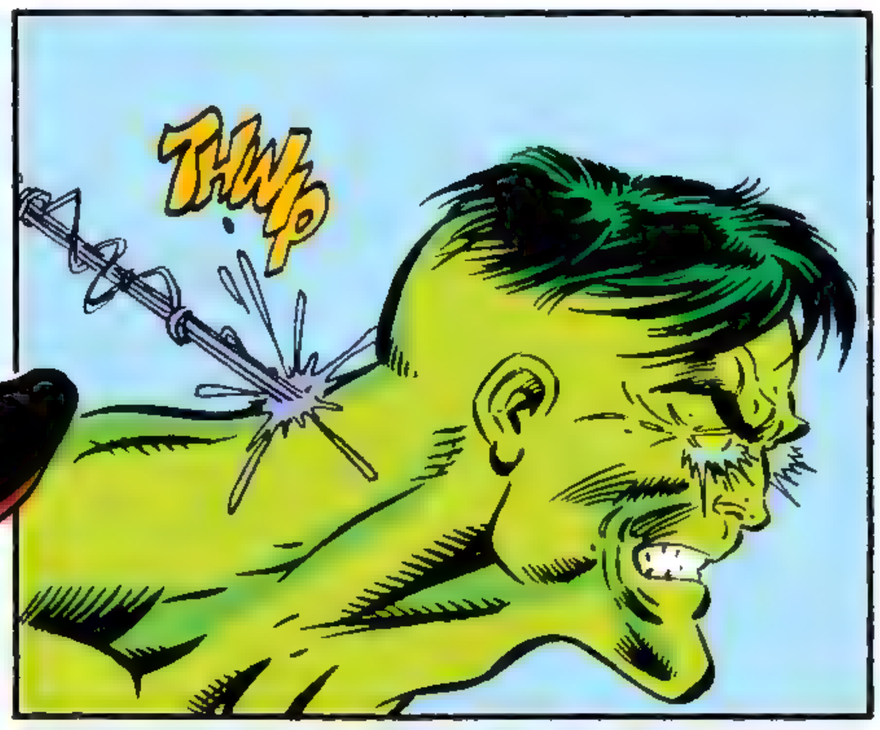
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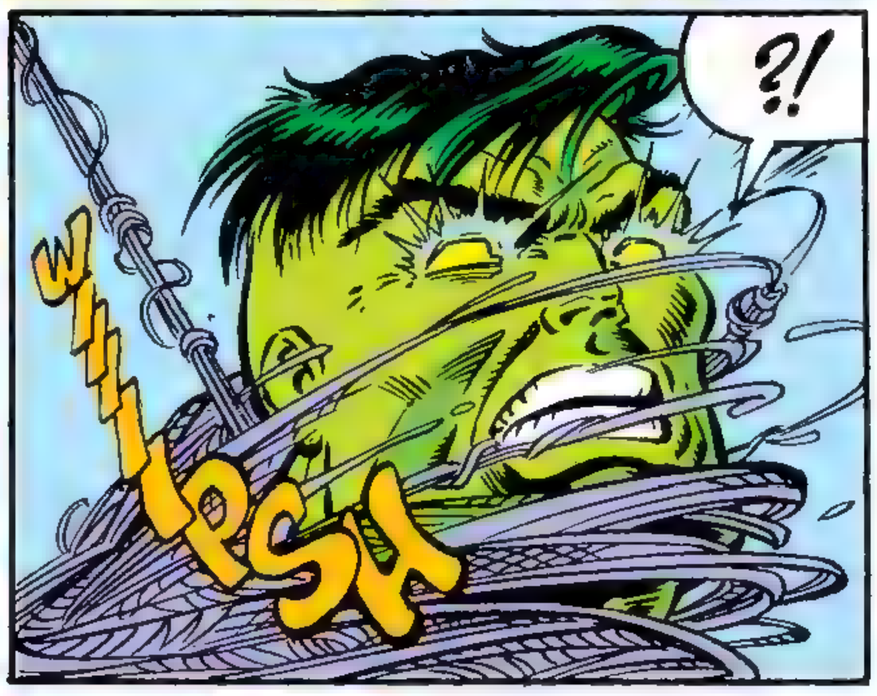
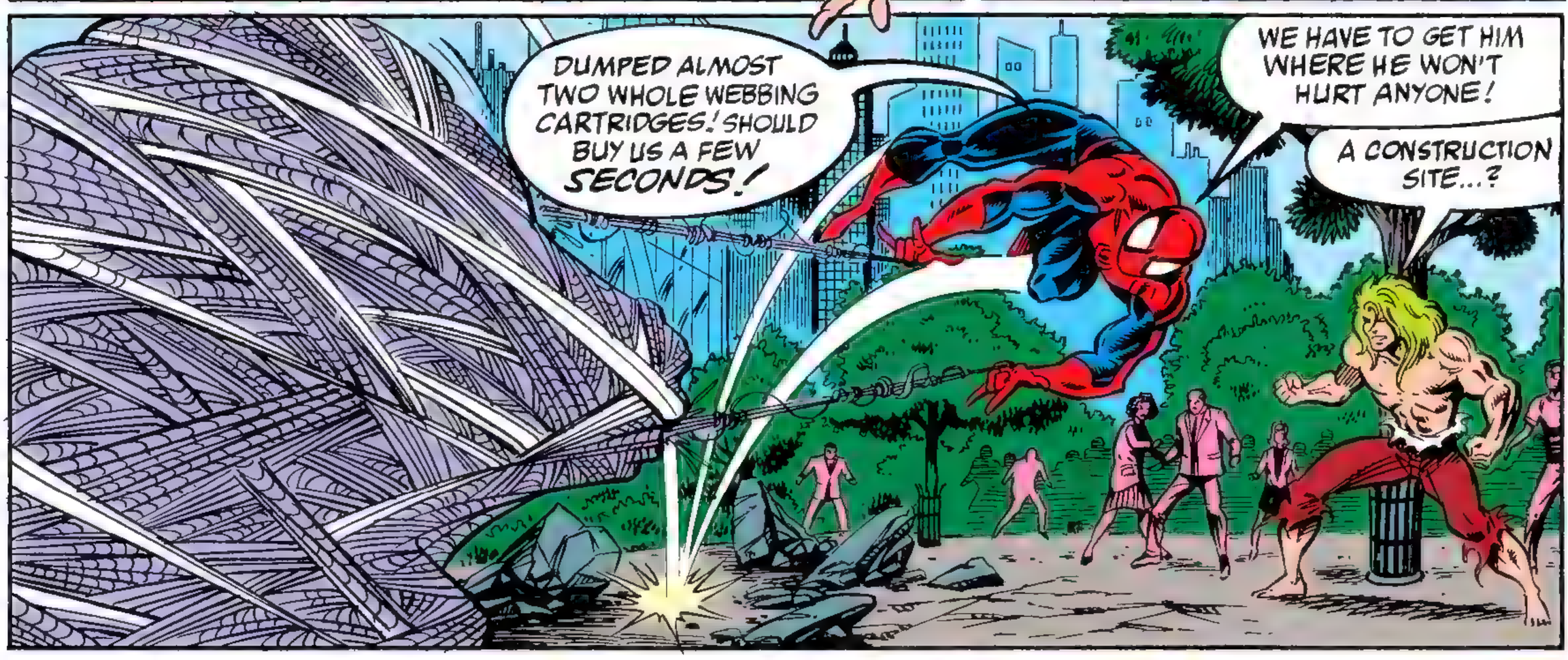
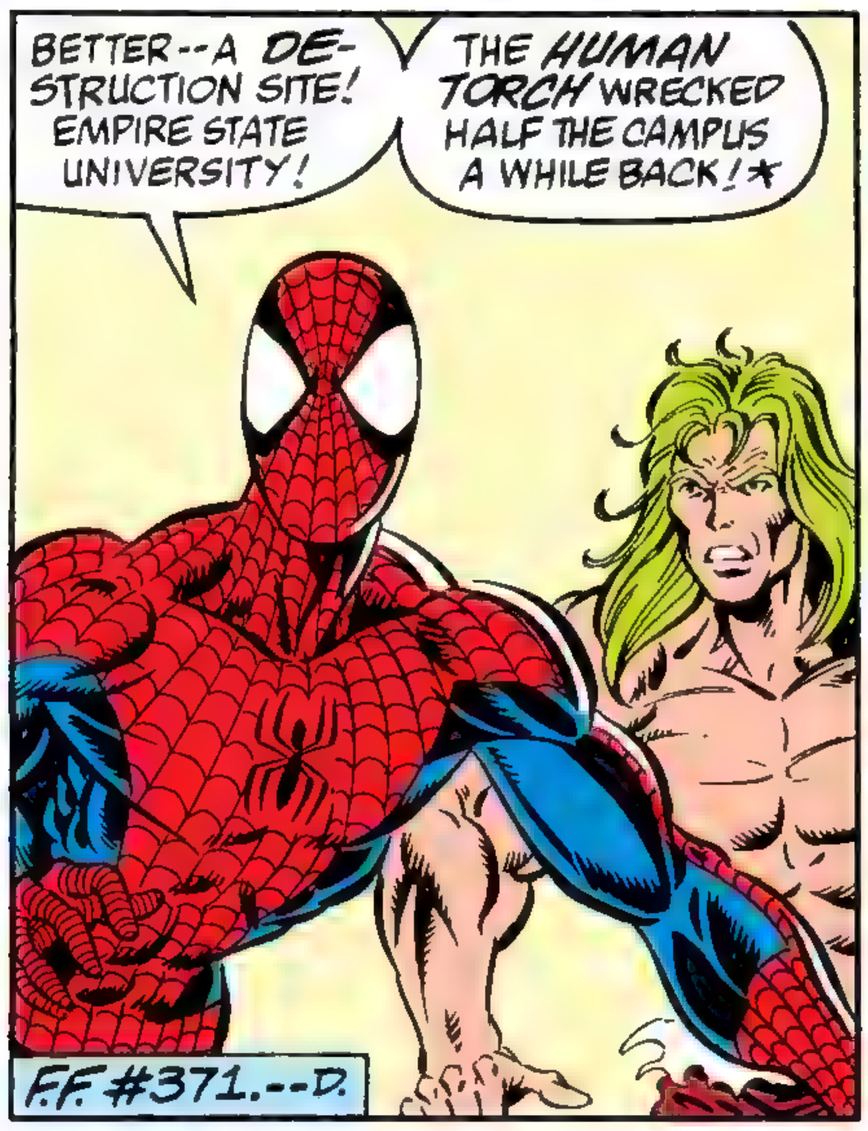
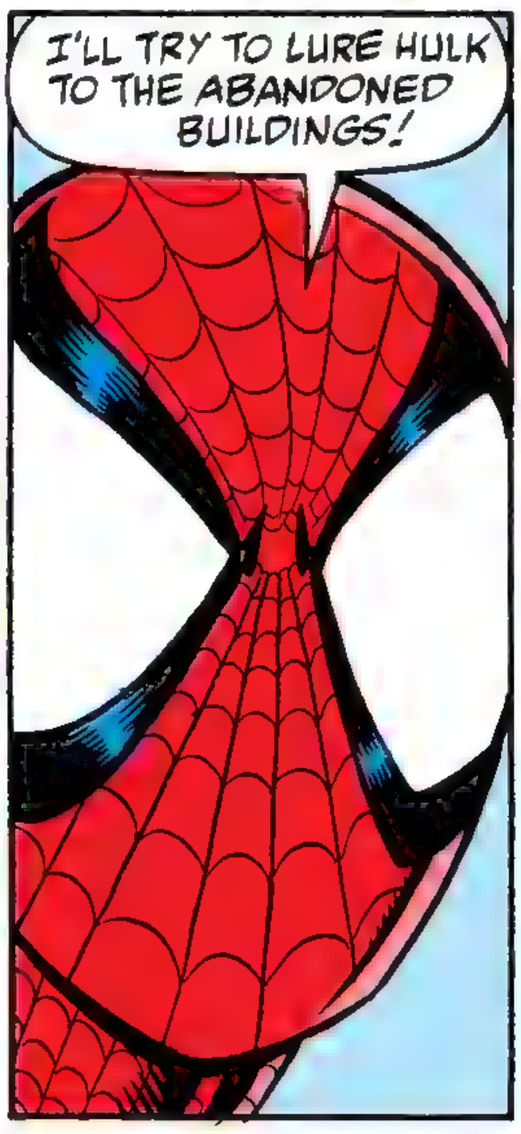

?!
WHISH


DUMPED ALMOST TWO WHOLE WEBBING CARTRIDGES! SHOULD BUY US A FEW SECONDS!
WE HAVE TO GET HIM WHERE HE WON'T HURT ANYONE!
A CONSTRUCTION SITE...?


BETTER--A DE-STRUCTION SITE! EMPIRE STATE UNIVERSITY!
THE HUMAN TORCH WRECKED HALF THE CAMPUS A WHILE BACK!*
F.F. #371.--D.


I'LL TRY TO LURE HULK TO THE ABANDONED BUILDINGS!

YOU FIND THOSE GAMMA SCIENTISTS, SEE IF THEY HAVE ANY IDEAS!
I DON'T LIKE LEAVING YOU--!

NOW, HOW TO GET THE HULK TO **FOLLOW** ME? MAYBE--

IMAGINE HOW THRILLED I AM! BUT WE DON'T HAVE MUCH CHOICE!

GO!

--IF I MAKE HIM **MAD** ENOUGH...?

HA MB

YUP! I'M ON THE RIGHT TRACK! BUT HAVE TO MAKE **SURE**...!

HEY, HULKSTER! IS THIS WHAT THEY CALL A BACK--

SPAP

SPAP

KAROOMB

--FLIP?

HULK TEAR SPIDER TO PIECES!

THEN EAT PIECES!

GOTTA CATCH ME FIRST, BIG GUY, IF YOU THINK YOU--

"--CAN?"

HRRAAARRR

Y'KNOW, SOMETIMES I WISH I HAD THE LUXURY OF THINKING THINGS OUT A BIT MORE THOROUGHLY.

!GULP!

MEANWHILE, AT THE FOREST HILLS HOME OF SPIDER-MAN'S AUNT, MAY PARKER...

THAT'S RIGHT, MAY, ANOTHER LECTURE ON THE POLITICS OF THE COLD WAR, THIS TIME AT QUEENS COLLEGE.

I HOPE I CAN FIND A FULL-TIME JOB SOON, BUT--

AFTERNOON, FOLKS. SORRY TO INTERRUPT. I'M BERNARD SCUDDER. I--

WHY, Mr. SCUDDER! SO GOOD OF YOU TO COME!

BERNARD IS HELPING ME WITH SOME... uh... CHARITY WORK FOR CHURCH!

BETTER HURRY ALONG, RICHARD! YOU, TOO, MARY!

WOULDN'T WANT TO KEEP THOSE EAGER YOUNG MINDS WAITING!

I'VE BEEN A PRIVATE INVESTIGATOR FOR FIFTEEN YEARS, MS. PARKER. I APPRECIATE THE VALUE OF A STRATEGIC WHITE LIE.

BUT MAYBE YOU'D BETTER TELL ME WHAT THIS IS ALL ABOUT-- YOU WERE RATHER VAGUE OVER THE PHONE.

I HOPE YOU WON'T THINK I'VE BEEN WATCHING THAT SCI-FI CHANNEL, MR. SCUDDER, BUT I HAVE REASON TO BELIEVE THAT MY BROTHER-IN-LAW AND HIS WIFE AREN'T... WELL...

...WHAT THEY PRETEND TO BE!

WHILE IN MANHATTAN, AT THE WRECK OF A MIDTOWN RESEARCH CENTER--

--YEARS TO REPLACE ALL THIS!

AND DUE TO THE NATURE OF THE DAMAGE, I DOUBT THAT INSURANCE WILL--

--OH, MY WORD! IT'S TH-THAT *MADMAN!* GET THE *POLICE!*

NO, PLEASE! IT WAS THE *VIRUS* THAT MADE ME VIOLENT, AND IT'S TRANSFERRED ITSELF TO THE *HULK!*

THAT'S WHY I'M HERE-- I NEED TO LEARN ALL I CAN ABOUT THE EFFECT IT'S HAVING ON THE HULK.

WELL, THE BACTERIUM WAS DESIGNED FOR *NORMAL* HUMANS, TO RELEASE REPRESSED EMOTIONS IN DIAGNOSED SCHIZOPHRENICS.

APPARENTLY, WHEN ENCOUNTERING SUBJECTS WITH GAMMA RADIATION OF THEIR OWN, THE RESULTS ARE EXTREME... AND *DANGEROUS!*

BUT SINCE THE *CAUSE* OF THAT DANGER IS AN ARTIFICIAL "GERM," SHOULDN'T THERE BE A *CURE* FOR IT?

WELL, ACTUALLY, O-OUR RESEARCH HASN'T GOTTEN QUITE THAT ≡heh≡ *FAR* YET...!

EMPIRE STATE UNIVERSITY...

...WHERE EVEN NOW, SUMMER SEMESTER STUDENTS PAUSE TO PONDER THE GHOST OF A MIGHTY CONFLICT.

UNAWARE THAT THEY'LL SOON BE WITNESSING --

WHA--?

OH, MY GOD!

--THE REAL THING!

THWIP

MADE IT!

THWIP

WHAKOOM

HMM, I WONDER IF I COULD WORK A DISCOUNT ON MY TUITION HERE AS *PETER PARKER!* AFTER ALL--

-- I'M SAVING THE UNIVERSITY ONE HECK OF A *DEMOLITION* BILL!

UHHHH, THEN AGAIN...

KILL SPIDER!

...DISCOUNTS WON'T DO ME MUCH GOOD IF I'M *DEAD!*

ANGER'S MAKING HIM CARE-LESS!

HAVE TO TAKE ADVANTAGE!

GIVE IT MY BEST--

--YIPE!

KEEP FORGETTING! HE MAY *SOUND* LIKE THE OLD HULK, BUT HE'S A LOT TOUGHER THAN--

OOOO

K-BWOOM!

Oh, MAN... CONCUSSION... KN-KNOCKED THE WIND... OUT OF ME!

G-GOTTA... SHAKE IT OFF... OR--

THRAK

PAF

DOC SAMSON? ALL *RIGHT!*

MAYBE *MARY JANE* WON'T HAVE TO MAKE *FUNERAL ARRANGEMENTS* AFTER ALL!

BUT RIGHT NOW, MS. WATSON-PARKER HAS OTHER CONCERNS.

WITH MONICA OUT OF THE WAY, STERLING, WE CAN DO ANYTHING WE WA--

CUT!

HUH? WHAT? IS IT MY FACE?

MAKE-UP!

NO, NO, NO! IT'S MARY JANE'S CIGARETTE! CAN'T YOU REMEMBER THAT "SYBIL" DOESN'T SMOKE?

OH, DARN! I'M SORRY, MARK!

NO MATTER. THE A.D.* JUST TOLD ME WE'RE RUNNING SO LONG, I'M CUTTING THE SCENE.

B-BUT THIS IS MY ONLY ON-SCREEN THIS WEEK!

*ASSISTANT DIRECTOR. -- DANNY

SORRY, BABE. THAT'S SHOW BIZ.

WHAT'S HAPPENING TO MY CAREER? I THOUGHT LANDING A PART ON A SOAP WOULD MAKE ME A STAR! BUT IT'S ALL FALLING APART. MAYBE I SHOULD TALK WITH PETER ABOUT--

-- NO.

HE'S GOT ENOUGH PROBLEMS OF HIS OWN.

FOR INSTANCE.

NO CURE? BUT THE VIRUS IS LIKE A FEVER, MAYBE WE CAN JUST WAIT TILL IT BURNS ITSELF OUT!

UNFORTUNATELY, THOSE SCIENTISTS SAY THAT SHOULD HAVE HAPPENED ALREADY!

SOMETHING MUST BE PREVENTING THE HULK FROM GOING ALL OUT FROM ALLOWING THE VIRUS TO USE ITSELF UP!

POSSIBLY. PERHAPS IT REALIZES ON SOME PRIMAL LEVEL THAT IT CAN MAINTAIN CONTROL AS LONG AS IT DOESN'T ALLOW THE RAGE TO USE ITSELF UP!

TOO BAD HIS GOOD SIDE'S TOO WEAK TO RESIST!

COULD IT BE HIS DARK HALF, THE ANIMAL SIDE THAT USED TO COME OUT WHEN HE WAS JUST A DUMB GREEN GUY?

I DON'T KNOW, SPIDER-MAN! I'VE LEARNED FROM EXPERIENCE THAT WHEN THERE'S A CHOICE BETWEEN RIGHT AND WRONG--EVEN RIGHT AND LEGAL--BRUCE BANNER WILL CHOOSE "RIGHT" EVERY TIME!

"GOOD THEORY, DOC! JUST ONE QUESTION: DOES THE HULK KNOW THAT?"

KILL SPIDER--

--AND PONYTAIL!

I THOUGHT HASSLES ABOUT GUYS WITH LONG HAIR WENT OUT WITH THE 60'S!

GOOD THING I DIDN'T WEAR MY LOVE BEADS, HUH?

I ADMIRE SPIDER-MAN'S BRAVERY! BUT--

SBAM

-- COURAGE ALONE WON'T STOP THIS *ULTRA*-HULK!

THANKS FOR THE HAND, DOC!

WE *HAVE* TO WORK TOGETHER! IT'S THE ONLY WAY--

--WE'RE GOING TO--

DIE!

C'MON, HULK!

THAT LINE'S GETTIN' *OLD!*

BUT *YOU* WON'T GET OLD!

HULK WON'T *LET* YOU!

KCHAWP

SHOCK WAVE... S-SCREWED UP... MY INNER EAR! C-CAN'T... EVEN STAND!

THE DOC'S... ON HIS OWN...!

BUT AS LEONARD SAMSON OBSERVED EARLIER : ALONE --

--ISN'T--

--ENOUGH!

BEEN WAITIN' FOR THIS, SAMSON!

BUT NOT GONNA WAIT...

...ANY MORE!

I CAN'T STOP HIM! THE ONLY ONE WHO CAN--

--IS HIMSELF!

DR. BANNER! I KNOW YOU'RE IN THERE SOMEWHERE! LISTEN!

SAMSON SAYS YOU'RE PASSIONATE ABOUT DOING WHAT'S RIGHT--

--BUT KILLING SOMEONE WHO'S TRIED TO HELP YOU IS WRONG!

ONLY **YOU** CAN DESTROY WHAT'S DESTROYING YOU! IT'S THE VIRUS, THE *FEVER*!

LET GO COMPLETELY! BURN IT OUT! IF YOU DON'T--

RRRRRRR

RRRRRR

ORR

THINK, DR. BANNER!

--IT COULD SURVIVE WITHIN YOU *FOREVER!*

THINK!

RRRAAARR

WH...WHAT HAPPENED? BRUCE?

BRUCE! ARE YOU..?

WHAT I AM IS IMPRESSED.

THAT WAS A SMART MOVE, SPIDER-MAN!

AS FOR YOU, LEONARD--

--MAYBE NEXT TIME YOU'LL LISTEN WHEN I SAY IT *ISN'T* SMART TO MUCK WITH *GAMMA RAYS!*

HE'S ALL RIGHT AGAIN!

NOW, IF YOU'LL EXCUSE ME, I'D BEST HEAD BACK TO NEVADA. I'VE A FEELING THINGS ARE GOING TO BECOME RATHER HECTIC.

LAWSUITS ARE SUCH A BOTHER...!

THERE'S A CORE OF GOOD THERE SOMEWHERE.

I KNOW I CAN HELP HIM.

I JUST HAVE TO CONVINCE HIM HE *NEEDS* THAT HELP!

WELL...

...THAT WAS AN INTERESTING WAY TO SPEND A DAY! NOT EXACTLY WHAT I'D PLANNED OVER BREAKFAST--

--BUT AT LEAST IT'S OVER. NOW I CAN RELAX!

MMMMMMM...

...NAH!

NEW JERSEY.

CAREFUL! WE CAN'T AFFORD DAMAGED EQUIPMENT EVEN BEFORE WE BEGIN THE HUNT!

WE WEREN'T ABLE TO RENDER A SATISFACTORY VERDICT AGAINST VENOM IN SAN FRANCISCO --

--AND WE DON'T WANT TO REPEAT THAT FAILURE WITH OUR NEW TARGET!

SPIDER-MAN

NEXT: THEY AREN'T 12 ANGRY MEN--THEY'RE FIVE ARMED TO THE TEETH VENGEANCE-BENT MERCS! SPIDEY VS. THE JURY --IN 30 DAYS!

(AND THE MYSTERY OF SPIDEY'S PARENTS GROWS EVER MORE (OMINOUS!) DON'T MISS A SINGLE SECOND!

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FROM THE PAGES OF VENOM™: THE JURY!™

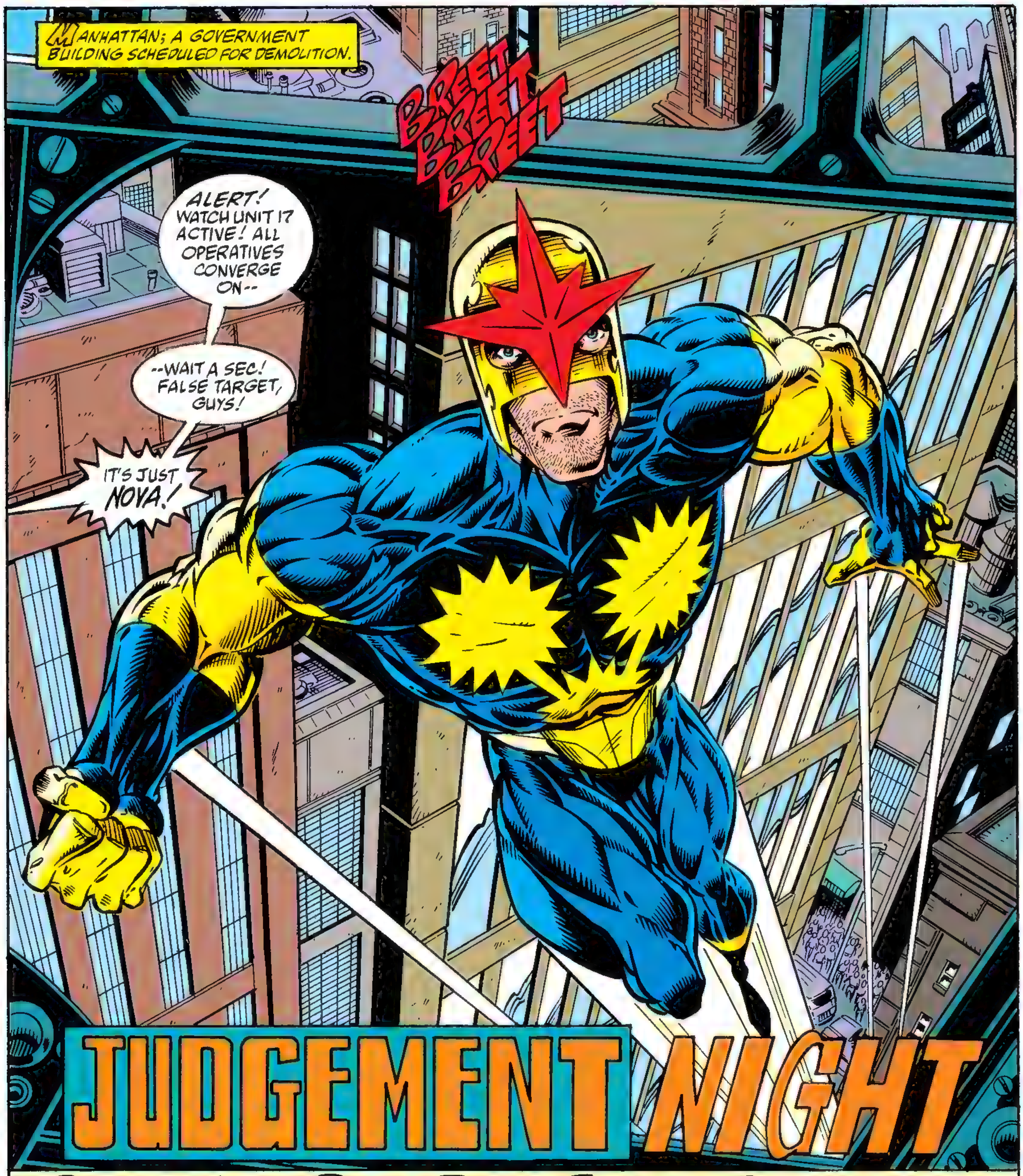
the AMAZING SPIDER-MAN®

TRIAL BY JURY™ PART ONE

BAGLEY + R.E. '93

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



DAVID MICHELINIE	MARK BAGLEY	RANDY EMBERLIN	RICK PARKER	BOB SHAREN	DANNY FINGEROTH	TOM DEFALCO
SCRIPT	PENCILER	INKER	LETTERS	COLOR	EDITOR	EDITOR IN CHIEF

SORRY, MR. TAYLOR. THE MOTION/MASS DETECTORS WE INSTALLED ARE FIXED AT TENTH-FLOOR LEVEL, CALIBRATED TO BE TRIGGERED BY ANYTHING HUMAN-SIZED THAT PASSES BY.

BUT THIS TOWN IS *FULL* OF PEOPLE WHO SWOOP BY AT A HUNDRED FEET!

I REALIZED THAT POSSIBILITY WHEN I ORGANIZED THIS OPERATION, MS. BRONSON.

THAT'S WHY I BROUGHT *THE JURY* ALONG.

BY CRISS-CROSSING THE CITY FROM ABOVE, THEY INCREASE THE LIKELIHOOD OF SPOTTING OUR *TRUE* QUARRY:

SPIDER-MAN!

ARE YOU READY, SQUAD LEADER ELKINS?

REFUELING PROCEDURES COMPLETE, SIR.

JURY READY TO RETURN TO ACTIVE RECONNAISSANCE!

OKAY, MEN--

IS THERE A PROBLEM, Mr. CAULKIN?

I... WELL... I SIGNED ON TO PUNISH VENOM, BECAUSE HE KILLED YOUR SON*--

--ONE OF MY BEST BUDDIES IN THE SERVICE! BUT...

*IN AMAZING #315.--DANNY

-- LET'S DO IT.!

...ISN'T SPIDER-MAN ONE OF THE GOOD-GUYS?

DON'T FORGET, SAMUEL, THAT IF IT WEREN'T FOR SPIDER-MAN, THERE'D BE NO VENOM!

I MEAN, IS IT RIGHT FOR US TO HUNT HIM, TOO?

SOMETIMES, ONE IS FORCED TO DO UNPLEASANT THINGS FOR A GREATER GOOD.

AND IF SPIDER-MAN'S FREEDOM IS THE PRICE FOR STOPPING A MONSTER LIKE VENOM, THEN SO BE IT!

I...

NUTS! WATCH UNIT 23 JUST WENT OUT!

HMM?

WELL, SEND A TECHNICIAN TO *FIX* IT, MS. SANTIAGO!

RIGHT AWAY!

...I GUESS YOU'RE RIGHT, Mr. TAYLOR.

SURE! OF COURSE YOU ARE!

YOU CAN COUNT ON RAM-SHOT, SIR!

THUS, MOMENTS LATER ON WEST 51ST STREET...

BIRDS!

YEAH, THAT'S PROB'LY IT. SOME PIGEON BANGED INTO THE UNIT OR SOME-THIN'! TECHNOLOGY'S TOO DARN DELICATE THESE DAYS!

ROOF

BUT A PAYCHECK'S A PAY-CHECK--

--WOW. SOME BIRD!

NEAT LITTLE GIZMO YA GOT THERE--COMBINATION MOTION AND MASS SENSOR, RIGHT?

I FIGURED IF I MESSED IT UP, *SOMEONE* WOULD COME CHECK THINGS OUT!

EEP!

GUESS YOU'RE *IT!*

SO, WANT TO GIVE ME THE STORY?

OR WOULD YOU RATHER TALK TO THE *POLICE?*

MATTER OF FACT, WEB-SLINGER--

--I WOULD!

THIS SPACE WAS RENTED LEGITIMATELY! WHAT WE'RE DOING ISN'T *ILLEGAL!*

BUT WHILE WE'RE ON THAT TOPIC, WHO'S GONNA PAY FOR THE *DAMAGE* HERE?

UH, LET ME GET BACK TO YOU ON THAT!

=SIGH= NOT EXACTLY THE PICTURE OF SUCCESS! AND SPEAKING OF PICTURES..

THOSE DETECTORS HAVE BEEN SETTING OFF MY SPIDER-SENSE ALL OVER TOWN--

--JUST LIKE THE MECHANICAL SPIDERS ALISTAIR SMYTHE USED TO KEEP TRACK OF ME!*

*SEE AMAZING #368-373,--D.

IS SMYTHE STALKING ME AGAIN? IS HE STALKING SOMEONE ELSE? IS SOMEONE ELSE STALKING SOMEONE ELSE?!!

--I DIDN'T EVEN GET ANY ACTION SHOTS TO SELL TO THE DAILY BUGLE!

THIS IS TOO MUCH!

I JUST WANNA GO HOME!

TRUSTING HIS SPIDER-SENSE TO WARN HIM OF UNSEEN WATCHERS--

-- SPIDER-MAN DROPS SILENTLY THROUGH A SKYLIGHT --

-- INTO THE MODEST SOHO LOFT HE SHARES WITH HIS WIFE --

-- MARY JANE.

HMM... THIS ONE MIGHT BE...

... AH-AH-AH!

DIDN'T TRACK ANY SOOT IN FROM THE ROOF, DID YOU?

HOW'D YOU KNOW I WAS HERE?

WE'VE BEEN TOGETHER SINCE HIGH SCHOOL, PETER.

MAYBE I'VE DEVELOPED MY OWN SPIDER-SENSE!

Oh?

WELL... MAYBE FOR A PARTICULAR SPIDER!

ANY LUCK APARTMENT HUNTING? I STILL CAN'T BELIEVE LIZ IS MAKING US MOVE!*

COUPLE OF POSSIBLES. WHY DON'T WE CHECK THEM OUT WHEN YOU GET HOME FROM SCHOOL?

*SEE SPECTACULAR #205--D.

UH, ACTUALLY, I HAVE A FEW ERRANDS TO...

...AH, HECK. WE'VE GOT A GOOD MARRIAGE, AND THE ONLY WAY TO KEEP IT GOOD IS TO BE HONEST WITH EACH OTHER!

I'M GOING OUT AS SPIDER-MAN AFTER CLASS!

I NEED TO INVESTIGATE THOSE MOTION DETECTORS I TOLD YOU ABOUT!

I KNOW YOU WORRY ABOUT ME, BUT I HAVE TO KNOW WHAT'S GOING ON!

ANYWAY, I'LL BE REAL CAREFUL, OKAY--?

SURE, PETER.

NO PROBLEM.

HOWEVER, IN FOREST HILLS, THE SAME CAN'T BE SAID FOR PETER'S AUNT MAY...

CAN WE DROP YOU OFF IN MANHATTAN, MAY?

OH, NO THANK YOU, RICHARD. I'M GOING EAST!

I HATE LYING! I ALWAYS TAUGHT PETER IT WAS BAD! BUT RICHARD AND MARY AREN'T PETER'S REAL PARENTS! I KNOW THEY AREN'T!

TAXI

THAT DETECTIVE I HIRED TO INVESTIGATE THEM FOUND NOTHING AMISS-- BUT SOMETHING'S WRONG!

OOOO

I KNOW IT!

ONLY... WHAT CAN I DO ABOUT IT?

SOLEMNLY, MAY PARKER TAKES HER OWN CAB TO MANHATTAN.

WHILE AT THAT BOROUGH'S EMPIRE STATE UNIVERSITY...

COULD BE SILVER SABLE, TRYING TO FIND RECRUITS FOR HER WILD PACK. SHE CERTAINLY HAS THE HIGH-TECH RESOURCES TO--

-- OOP!

HAVING DIFFICULTY Mr. PARKER?

S-SORRY, PROFESSOR SWANN! I--

-- HAD YOUR MIND ELSEWHERE? THAT'S HAPPENING A LOT LATELY.

PERHAPS YOU SHOULD GO HOME AND CONSIDER YOUR PRIORITIES.

YOU'RE EXCUSED FROM CLASS, Mr. PARKER.

SOON...

SWELL... NOW I'VE GOTTA WORRY ABOUT FLUNKING OUT!

FIRST, MY PARENTS SHOW UP AFTER BEING "DEAD" FOR 20 YEARS!

THEN I HAVE TO STOP CARNAGE FROM TURNING NEW YORK INTO ONE BIG SLAUGHTERHOUSE!

AFTER WHICH, THE HULK SHOWS UP FOR A RUMBLE!*

*SEE RECENT ISSUES OF AMAZING-D.

EVEN MARY JANE'S HAVING TROUBLE KEEPING HER ACTING JOB ON THAT SOAP OPERA!

THERE'S SO MUCH I CAN'T CONTROL!

BUT, THERE MAY BE SOMETHING I CAN!

IT'LL BE RISKY, BUT THERE'S ONE WAY I CAN DEFINITELY FIND OUT WHAT'S WITH THOSE MOTION SENSORS!

LATER, AS MARY JANE WATSON-PARKER PREPARES TO GO APARTMENT-HUNTING...

SOMEONE AT THE DOOR? BUT WHO...?

BZZZT

AUNT MAY!

I... I HAVE TO TALK TO SOMEONE, MARY JANE!

SURE! C'MON IN.

I'VE NEVER TOLD THIS TO ANYONE BEFORE, DEAR, BUT PETER'S UNCLE AND I WERE SO MUCH IN LOVE--

--WE COULDN'T WAIT UNTIL AFTER HIGH SCHOOL TO GET MARRIED!

WE WERE WED IN A SECRET CEREMONY SIX MONTHS BEFORE THE PUBLIC ONE!

THE ONLY WITNESSES WERE BEN'S BROTHER RICHARD AND HIS GIRLFRIEND, MARY!

BUT A FEW DAYS AGO, WHEN RICHARD MENTIONED OUR ANNIVERSARY--

--HE TALKED AS IF THE PUBLIC WEDDING WERE ALL HE REMEMBERED!

AS IF... HE DIDN'T KNOW ABOUT THE REAL ONE!

I'M SURE THERE'S A REASONABLE EXPLANATION, MAY.

YES. O-OF COURSE THERE IS!

I'M JUST A SILLY OLD WOMAN.

I WON'T TROUBLE YOU ANY MORE, MARY JANE. YOU WERE SWEET TO LISTEN. BUT...

...I DO HAVE ONE SMALL FAVOR TO ASK.

DON'T TELL **PETER** ANY OF THIS, ALL RIGHT?

HE HAS ENOUGH ON HIS MIND!

UH, SURE, MAY.

AND THANKS...

...FOR PUTTING ME RIGHT SMACK IN THE *MIDDLE!*

DO I KEEP MY WORD, OR TELL MY HUSBAND SOMETHING I THINK HE SHOULD KNOW?

WHAT DID PETER SAY ABOUT KEEPING OUR MARRIAGE HONEST?

OH, MAN...

:K-KOFF!:

...COULD THINGS GET ANY WORSE?

FOR MARY JANE WATSON-PARKER? OH, YES.

BUT AS NIGHT FALLS--

--THINGS ARE ABOUT TO WORSEN MUCH SOONER FOR HER WEB-SWINGING HUBBY.

WE'VE GOT 'IM! SECTOR TWELVE! TRIANGULATION GRID PRINTING OUT NOW!

THEN HE'S NOT PERFECT! HE MISSED ONE OF THE WATCH UNITS!

HAVE THE JURY CONVERGE ON THOSE CO-ORDINATES IMMEDIATELY!

WHILE AT THOSE COORDINATES...

TOOK WILL POWER TO IGNORE MY SPIDER-SENSE --

--TO LET MYSELF BE SPOTTED BY THAT DEVICE!

BUT IF I CAN NAB WHAT COMES TO NAB ME, THEN MAYBE I CAN GET SOME ANSWERS.

'COURSE, I COULD'VE CALLED THE FANTASTIC FOUR TO HELP, BUT... NAAAAH! HOW DANGEROUS COULD IT BE?

NO ONE'S GONNA SEND A WHOLE ARMY AFTER LITTLE OL' ME!

AH-HA! SPIDER-SENSE TINGLING!

SOMETHING COMING IN FROM THE NORTH!

AND THE SOUTH?

UHHHH, THAT CRACK ABOUT NO ONE SENDING AN ARMY?

I COULD BE MISTAKEN...!

AND IF I DON'T TAKE EVASIVE ACTION--

KCHASH

CHASH

--I COULD BE DEAD!

CHASH

JURY! FLANKING MANEUVER!

PIN 'IM DOWN!

"JURY"?

I READ ABOUT THEM WHEN I WAS IN SAN FRANCISCO! THEY TRIED TO STOP VENOM!

HEY, WE'RE ON THE SAME SIDE!

CAN'T WE TALK ABOUT THIS?

WE HAVE ORDERS, SPIDER-MAN!

YEAH--

--AND THEY DON'T INCLUDE CONVERSATION AS AN OPTION!

OH, LORD! IMPACT KNOCKED THAT KID FROM THE OBSERVATION DECK!

SPIDER-SENSE SCREAMING!

THWIPP

BUT WHAT WAS IT DOC SWANN SAID ABOUT--

--PRIORITIES?

DID IT! WEBBING CUSHION STOPPED HIS FALL!

THE TARGET WAS OPEN, RAMSHOT! YOU HAD HIM COLD!

WHAT HAPPENED?

SORRY, SENTRY-- I JUST COULDN'T!

CHARLES, RULES!

WHAT?

HE SAVED THAT BOY'S *LIFE!* HOW COULD I--

YOU'RE RELIEVED OF DUTY! RETURN TO BASE AT ONCE!

WE'LL DISCUSS *DISCIPLINE* LATER!

Y-YES, SIR!

C'MON! WE DON'T NEED HIM!

NOT TO HANDLE ONE LOUSY CIVILIAN!

HANDLE THIS, LOUD-MOUTH!

THWAPSH

Yeep!

FLIGHT DISCS GIVE THEM INCREDIBLE SPEED!

SPIDER-SENSE ALMOST DIDN'T WARN ME IN--

--TIME?

=whoonf=

CAUGHT ME IN MIDAIR!

COULDN'T TWIST AWAY!

LOOKS LIKE HIS OUTFIT'S BASED ON *GUARDSMAN* ARMOR!

STRONG AS STEEL!

MIGHT TAKE ME A COUPLE OF SECONDS TO--

"--UH-OH."

WHAM

SPABASH

G-GET UP, SPIDEY!

SHAKE IT OFF, BEFORE--

OVER TO YOU, SENTRY!

AGH!

ON IT, FIREARM!

TARGET GOIN' DOWN!

THWUB

WE GOT TIME FOR A LITTLE MORE? SCREECH HASN'T HAD HIS SHOT!

NEGATIVE! INSTRUCTIONS ARE TO BRING HIM BACK ALIVE, LIKE IT, OR NOT!

LET'S MOVE OUT!

SP... M...

SPI... MA...

SPIDER-MAN!

DISORIENTATION IS NORMAL, A RESULT OF THE *CHEMICALS* BEING FED THROUGH YOUR BODY.

STRUGGLING WOULD BE FUTILE.

HNH...?

WHA--?

HU... AH, GEEZ.

I... I DON'T UNDERSTAND! WH-WHY...?

WHY DO YOU WANT...TO *KILL* ME?

OUR OBJECTIVE ISN'T MURDER--

--IT'S *JUSTICE!* YOU'RE TO BE TRIED FOR THE CRIME--

--OF BRINGING VENOM'S ALIEN *COSTUME* TO EARTH!

ONLY WHEN YOU'VE BEEN PROPERLY *CONVICTED*...

...WILL WE CARRY OUT THE *EXE-CUTION*-!

NEXT ISSUE:

TRIAL... *and* TERROR

PLUS: MORE OF AUNT MAY'S INVESTIGATION!

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TRIAL BY JURY PART TWO

the AMAZING SPIDER-MAN®

MAXIMUM CARNAGE™ FANS: YOU *MUST NOT* MISS THIS ISSUE!

WHEN THESE GUYS MAKE UP THEIR MINDS--

--IT'S MURDER!

PLUS: AUNT MAY'S QUEST FOR THE TRUTH ABOUT PETER'S PARENTS!

BAGLE + R.E. 93

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DREAMS of INNOCENCE

OKAY, HERO, LET'S SEE WHO YOU *REALLY* ARE!

DAVID MICHELINIE..... WRITER
MARK BAGLEY.....PENCILER
EMBERLIN & MILGROM..... INKING
RICK PARKER..... LETTERING
BOB SHAREN.....COLORIST
DANNY FINGEROTH.....EDITOR *
TOM DEFALCO.....EDITOR IN CHIEF

* ABLY ASSISTED BY BRAND NEW ASSISTANT EDITOR *MARK* "MY WORDS" *BERNARDO!*

MANHATTAN; A GOVERNMENT BUILDING SCHEDULED FOR RENOVATION.

WAIT! WE'RE MEN OF HONOR!

WE KNOW THE IMPORTANCE OF KEEPING CONFIDENCES!

THAT'S WHY WE KEEP OUR OWN IDENTITIES FROM OUR PRISONER!

SPIDER-MAN MAY KEEP HIS SECRETS--UNTIL HE'S BEEN CONVICTED!

INTRAVENOUS DRUGS... MEANT TO WEAKEN ME!

DULLING MY THOUGHTS!

BUT I'VE... GOTTA ASK...

... WHY? WHY ARE YOU... PUTTING ME ON... TRIAL?

YOU'RE AN ACCESSORY TO MURDER!

YOU HELPED CREATE ONE OF THE WORST MASS KILLERS IN HISTORY!

TH-THAT'S... CRAZY!

YOU CONTINUE TO REFUSE BLAME? WHAT KIND OF MAN ARE YOU?

HAVE YOU NO SENSE OF--

--RESPONSIBILITY?

RE... RESPONSI... BILITY...?

FUNNY. I ALWAYS THOUGHT... THAT'S WHAT MADE ME... WHAT I *AM*.-

IN SPIDER-MAN'S CHEMICALLY-DISORIENTED MIND, THE SCENE CHANGES.

HE SEES HIMSELF AS HIGH SCHOOL STUDENT *PETER PARKER*..

--A YOUNG MAN WHOSE LOVE OF SCIENCE IS FATED TO ALTER HIS LIFE FOREVER!

A SPIDER, RADIATED IN AN EXPERIMENT, BITES HIS HAND.

HE FEELS **POWER** COURSE THROUGH HIS BODY.

BUT THAT POWER IS WIELDED WITH ARROGANCE. HE REFUSES TO HELP APPREHEND A FLEEING CRIMINAL.

AFTER ALL, IT'S NOT **HIS** JOB.

LATER, HE'S TOLD THAT HIS BELOVED **UNCLE BEN** HAS BEEN SLAIN BY A BURGLAR.

HE SWEARS REVENGE.

BUT WHEN HE TRACKS THE FELON DOWN, HE FINDS IT'S THE SAME MAN HE'D ALLOWED TO **ESCAPE**--

--AND THUS HE LEARNS FOR ALL TIME THAT WITH GREAT **POWER** THERE MUST ALSO COME GREAT...

...RESPONSI...
BILITY...!

--ONE OF MY BEST FRIENDS! AND HE *DIED* BECAUSE OF THE MONSTER *YOU* BROUGHT INTO EXISTENCE!

HOLD ON, *SENTRY!* I DON'T THINK SPIDER-MAN'S EVEN *CONSCIOUS!*

IT ISN'T RIGHT FOR A PRISONER NOT TO HEAR THE WORDS SPOKEN AGAINST HIM.

WE'LL RECESS FOR 30 MINUTES, ALLOW THE ACCUSED TO REST BEFORE CONTINUING.

SOMETHING WRONG, RAMSHOT?

HNH?

UH, NO. NOTHING'S WRONG. I WAS JUST...

...THINKING.

I DON'T THINK I *HEARD* YOU RIGHT.!

UPTOWN; THE OFFICE OF NETWORK TELEVISION EXECUTIVE--

--REUBEN TRAID.-

YOU'RE REDUCING MY PART ON *SECRET HOSPITAL* TO A "RECURRING ROLE"? WHY?!

I'M SORRY, MARY JANE. THE CHARACTER JUST HASN'T CAUGHT ON LIKE WE HAD HOPED.

BUT WE'VE LINED UP SOME *MALL* APPEARANCES FOR YOU.

MAYBE THAT'LL HELP.

OH, WONDERFUL! WHAT'S NEXT--HOSTING *MONSTER TRUCK* RALLIES?

THANKS, REUBEN! THANKS A *LOT*.-

SOON.

LIKE I NEED *MORE* PROBLEMS? PETER DIDN'T EVEN COME *HOME* LAST NIGHT!

O.S.

SNIFF! K-KOFF!

MOST WIVES WOULD WORRY ABOUT INFIDELITY. BUT PETER IS *SPIDER-MAN*-- HE COULD BE *DEAD!*

WHAT'S MORE, AUNT MAY JUST TOLD ME THE PEOPLE WHO CLAIM TO BE HIS LONG-LOST *PARENTS* MAY BE *IMPOSTERS!*

HOW AM I SUPPOSED TO DEAL WITH ALL THIS--

PARDON ME.

I'M ALLERGIC TO CIGARETTE SMOKE, MISS. WOULD YOU MIND PUTTING OUT YOUR--

HEY!

THIS ISN'T A "NO SMOKING" SECTION! SMOKERS HAVE RIGHTS, TOO, YOU KNOW!

IF I WANT TO *KILL* MYSELF, THAT'S NOBODY'S BUSINESS BUT *MINE!*

MY *GOD!*

WHAT DID I JUST *SAY?*

KILL MYSELF?

I-IS THAT WHAT I'M DOING?

IS IT REALLY... WHAT I *WANT?*

DOWNTOWN.

THANKS!

I-I WAS GETTIN'... =SHLUP= PRETTY THIRSTY!

LOOK, WE'RE ALONE NOW... CAN'T YOU TELL ME *SOME-THING*... ABOUT ALL THIS?

IT'S NOT THAT MYSTERIOUS: YOU WERE INDIRECTLY RESPONSIBLE FOR THE *DEATH* OF SOMEONE VERY CLOSE TO THE MAN WE WORK FOR!

SOMEONE CLOSE TO *ALL* OF US IN THE JURY!

I DON'T UNDERSTAND... THIS CAN'T BE RIGHT!

AND YOU *KNOW* IT!

I CAN SENSE...YOUR AMBIVALENCE! Y-YOU AREN'T...TOTALLY BEHIND THIS!

LISTEN TO YOUR HEART! HELP ME... GET AWAY!

I...

I...

RAMSHOT!

NEXT ROOM.

NOW!

I HAVE TO GO.

STAY STRONG, SOLDIER! WE *NEED* YOU!

I KNOW, Mr. TAYLOR, BUT...

...I ALWAYS THOUGHT SPIDER-MAN WAS ONE OF THE *GOOD* GUYS!

THINK OF THE BIG PICTURE, BOY! REMEMBER--

SPIDER-MAN BROUGHT THAT *ALIEN* TO EARTH!

THAT ALIEN THAT KILLED YOUR FRIEND-- MY *SON!*

I...YES, SIR. I'M SORRY, SIR.

YOU CAN COUNT ON ME!

GOOD MAN! I *KNEW* YOU WEREN'T A QUITTER!

WHILE IN QUEENS, AT THE RESIDENCE OF SPIDER-MAN'S AUNT, MAY PARKER...

B-BUT, Mr. SCUDDER, YOU CAN'T JUST *QUIT!*

I KNOW YOU HAVEN'T FOUND ANYTHING SO FAR, BUT...

MS. PARKER, I'M A DETECTIVE--

--NOT A *BLOOD-HOUND!* BUT EVEN IF I WAS, THERE'S NO *TRAIL* TO FOLLOW!

RICHARD AND MARY PARKER ARE CLEAN! TO KEEP FOLLOWING THEM WOULD BE A WASTE OF MONEY!

IT'S *MY* MONEY, Mr. SCUDDER! SO MAY I SUGGEST YOU GET OFF YOUR LAZY FANNY AND *EARN* IT?

KLAK!

OH! O-OH, *DEAR!* TH-THAT WASN'T LIKE ME AT *ALL!*

MANHATTAN.

ISN'T LIKE ME... TO GIVE UP!

G-GOTTA TAKE ADVANTAGE... OF BEING LEFT ALONE!

MUSCLES FEEL... LIKE OVERCOOKED LINGUINI!

BUT I'VE GOTTA FOCUS... EVERY BIT OF STRENGTH... I CAN MUSTER!

AND PULL!

PULL!

PULL!

CHRAKSH

OOOOOOH, MAN!

WH-WHO PUT THE WORLD ON... SPIN CYCLE?

G-GOTTA REST A COUPLA MINUTES!

SPIDER-SENSE!

I DON'T HAVE A COUPLE OF MINUTES!

JURY! HERE!

ZANCH ZANCH

WHOONF

PRISONER'S FREE!

GET 'IM!

OH, YEAH. LUCKY ME...!

REACTION'S DOWN! KICK CONNECTED ON INSTINCT ALONE! I WAS LUCKY!

C- CAN'T TAKE THEM ALL ON... N-NOT IN MY CURRENT CONDITION!

G-GOTTA GET OUT OF--

KREESH

Uh- uh.

KA-BRATCH!

BRAIN FEELS... P-PAN BROILED! ROUGH... RAW...!

B-BUT I HAVE TO... GET UP! HAVE TO--

--OH, NO.

B-BAM

RE-SECURE HIM. SET UP ANOTHER I.V. FEED.

AND INCREASE THE DOSAGE!

TWENTY MINUTES LATER...

I BELIEVE WE'RE READY FOR OUR NEXT WITNESS!

THE PROSECUTION CALLS...IRENE KARNOWSKY.

OUR LIVES WERE RUINED! MINE, AND LITTLE SUSIE'S!

A-ALL BECAUSE OF THAT...

...THAT *THING* YOU MADE! ALL BECAUSE OF--

--VENOM!

V...VENOM...?

TH-THEN... *THAT'S* WHAT ALL THIS... IS ABOUT?

...THIS TIME OF THE BEYONDER'S WORLD: IN THE MIDST OF A COSMIC BATTLE, HE MAKES A DISCOVERY.

A BLOB OF BLACK MATERIAL THAT, AT HIS MENTAL COMMAND COVERS HIM LIKE A SKIN-TIGHT SHEATH!

ONCE MORE, SPIDER-MAN'S DRUG-DREARY MIND FINDS PICTURES...

EMBRACING THE NOVELTY OF A COSTUME THAT CAN FLOW ON AND OFF AT WILL --

-- HE BRINGS THE MATERIAL BACK TO **EARTH**!

BUT DELIGHT TURNS TO SHOCK WHEN HE FINDS THAT THE MATERIAL IS ACTUALLY A LIVING ALIEN SYMBIOTE--

--AND THAT IT'S ATTEMPTING TO PERMANENTLY BOND WITH HIM!

SO HE USES ONE OF THE ALIEN'S FEW WEAKNESSES, SOUND, TO DESTROY IT--

--AN ACTION THAT NOW SEEMS ODDLY EXTREME.

IT... WAS JUST BEING TRUE... TO WHAT IT WAS! WHY... DIDN'T I SEE THAT?

BUT THE SYMBIOTE, MERELY STUNNED, SOON FINDS A NEW, MORE WILLING HOST:

EDDIE BROCK!

SPIDER-MAN'S REJECTION HAD BRED HATRED IN THE ALIEN; AN EMOTION ITS NEW PARTNER SHARES.

AND SO THE TWO EAGERLY JOIN TO FORM THE SLAVERING, SLAUGHTER-MINDED MONSTER CALLED--

--VENOM!

FROM THE BEGINNING, IT'S AN ODD, UNWHOLESOME UNION--

--ONE SEEMINGLY CUT SHORT DURING A STRUGGLE WITH BIZARRE FOES CALLED STYX AND STONE.

WITH MAD GLEE, STYX TURNS HIS WITHERING, CANCEROUS TOUCH ON VENOM, AND ONCE MORE--

--THE SYMBIOTE FROM THE STARS CRUMBLES IN APPARENT DEATH!

BUT THAT "END" IS IN TRUTH A SUBTLE, SINISTER BEGINNING.

FOR EDDIE BROCK IS INCARCERATED WITH CLETUS KASADY, AN UNREPENTANT, SOCIOPATHIC SERIAL KILLER.

AND WHEN THE ALIEN, RECOVERING FROM ITS RECUPERATIVE COMA, RETURNS TO FREE ITS CAGED PARTNER--

--IT LEAVES BEHIND A LITTLE SURPRISE:

A SEED...

...A SPAWN...

...A SECOND SYMBIOTE THAT SOON SEEKS OUT ITS OWN HUMAN HOST!

SHOCKED AT FIRST, INITIALLY FEARFUL--

--KASADY SOON GRASPS THE ENORMITY OF WHAT HAS OCCURRED. HE EVEN **WELCOMES** THE NEW ALIEN, UNDERSTANDING THAT WITH IT COMES POWER--

--THE POWER TO SOW CHAOS! HE KNOWS THAT NOW HE'LL BE ABLE TO SHRED LIVES AND FLESH AT WILL, AND ALL FOR THE SIMPLEST, MOST BASE OF REASONS: BECAUSE HE CAN!

THUS SYMBIOTE AND SOCIOPATH BOND JOYFULLY, TO BECOME... CARNAGE!

SOON, HE FINDS OTHERS WHO SHARE HIS CRIMSON DREAM-- CARRION, SHRIEK, DEMO-GOBLIN, DOPPELGANGER.

AND TOGETHER, THEY CHANGE DREAM TO BLOOD-SPATTERED REALITY.

MISERY AND HAVOC REIGN; THE BODY COUNT ALONE IS STAGGERING, EVEN--

--HAUNTING.

C...CARNAGE...

...A-AND VENOM... ALL THOSE DEATHS...

...BECAUSE OF ME?

I THOUGHT YOU WERE A HERO, SPIDER-MAN! HOW COULD YOU?

HOW COULD YOU DO IT?

INTERLUDE: THE UNITED NATIONS BUILDING..

WE DID IT, MARY!

HOW DOES IT FEEL TO BE ONE OF THE U.N.'S TWO NEWEST TRANSLATORS?

JUST WONDERFUL.

TWENTY YEARS IN RUSSIAN PRISON CAMPS ACTUALLY PAID OFF!

WE SPEAK THE LANGUAGE LIKE NATIVES!

BUT WHAT'S IMPORTANT, RICHARD IS THAT WE HAVE JOBS!

WE'RE RESPONSIBLE CITIZENS AGAIN. WE CAN CONTRIBUTE TO SOCIETY.

I KNOW, DEAR.

NOW WE CAN MAKE THE WORLD A BETTER PLACE, JUST LIKE OUR SON--

"--PETER!"

WH... WHA...

...WHAT DID I DO... TO MAKE YOU *HATE* ME SO?

I HAVE A DAUGHTER.

SUSIE.

SHE'S SIX YEARS OLD. LAST CHRISTMAS, I TOOK HER SHOPPING IN MIDTOWN.

BUT *VENOM* CHASED YOU THROUGH A DEPARTMENT STORE WHILE WE WERE THERE! SUSIE'D GONE TO SEE *MISTER LAFFY*, THE CLOWN-- BUT VENOM THOUGHT LAFFY WAS A THREAT, AND TOOK SUSIE AWAY FROM HIM!

I SUPPOSE HE SAW IT AS PROTECTING AN INNOCENT FROM HARM...*

*IN AMAZING #374.--DANNY

...BUT GOD KNOWS WHAT *SUSIE* SAW. SHE HASN'T TOLD ANYONE-- AND SHE NEVER *WILL!*

SHE WAS SO TRAUMATIZED, SHE HASN'T SPOKEN A WORD SINCE!

SHE'S A VEGETABLE, AND ALL BECAUSE OF WHAT YOU MADE HAPPEN!

I...I--I...

...I'M SORRY.

THE PROSECUTION RESTS. IN THE INTEREST OF FAIR-NESS, SPIDER-MAN, YOU'LL NOW BE GIVEN AN OPPOR-TUNITY TO SPEAK IN YOUR OWN DEFENSE.

THERE'S NO NEED.

HUH?

I HAVE... NOTHING TO SAY. I REALIZE NOW...

...THAT I'M GUILTY!

GUILTY AS CHARGED!

I RATHER *THOUGHT* YOU MIGHT SEE THINGS OUR WAY.

VERY WELL, THE COURT *ACCEPTS* YOUR PLEA.

DO YOU WISH TO REQUEST CLEMENCY-- *MERCY?*

NO.

I DON'T... *DESERVE* IT.

THEN THERE'S NOTHING LEFT BUT TO PRONOUNCE SENTENCE.

SPIDER-MAN, YOU'VE BEEN FOUND GUILTY OF CRIMES AGAINST HUMANITY. THE PUNISHMENT, TO BE CARRIED OUT IMMEDIATELY, IS--

--*DEATH!*

NEXT ISSUE: Oh, no! The (=gulp=) LAST SPIDER-MAN story ?!! Be here in 30 days to FIND OUT!

PLUS: Aunt May's quest for the TRUTH continues! Things REALLY rev up as we head toward the most SENSATIONAL Spider-era of all!

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TRIAL BY JURY

THE FATEFUL FINALE!

the AMAZING SPIDER-MAN®

BEEN WORRIED ABOUT **MARY JANE'S** ADDICTION?! READ THIS ISSUE!

MEET SPIDEY'S NEW PALS!

BAGLEY '93

(WHAT'S WRONG WITH THIS PICTURE?!)

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

OH, MAN.

INTRAVENOUS DRUGS... MAKIN' ME WEAK... MESSIN' MY MIND....!

I *THINK* I WAS PUT ON TRIAL... FOR BRINGIN' THE *VENOM* SYMBIOTE TO EARTH!

BUT THAT... SEEMS WRONG... *Huh?*

STOP!

RAMSHOT!

WHAT THE BLAZES ARE YOU *DOING?*

WHAT'S *RIGHT*, SENTRY! SPIDER-MAN SAVES LIVES! THAT'S A MATTER OF PUBLIC RECORD, NO MATTER WHAT *ELSE* HE'S DONE!

I CAN'T STAND BY AND LET YOU KILL HIM! I JUST *CAN'T!*

THEN CONVICTED... FOR BEING RESPONSIBLE... FOR ALL THE PEOPLE VENOM'S *KILLED!* *

FUNNY THING IS... I *AGREE*... WITH THE VERDICT!

YOUR BEHAVIOR IS... DISAPPOINTING. BUT THERE MAY BE AN ALTERNATIVE.

OUR *SECONDARY* MISSION HERE ON THE EAST COAST IS OBTAINING A WEAPON THAT MIGHT ALLOW US TO ELIMINATE OUR TRUE ENEMY -- *VENOM!*

* LAST TWO ISSUES. -- DANNY

IF SPIDER-MAN WOULD *HELP* US DESTROY THAT GREATER EVIL...

...PERHAPS THE COURT WOULD CONSIDER *COM-MUTING* HIS SENTENCE!

I DON'T KNOW, SIR. FROM ALL I'VE HEARD, SPIDER-MAN DOESN'T *KILL!*

TIMES... CHANGE.

LET ME GO... AND I'LL PUT VENOM IN THE GROUND.

YOU HAVE MY *WORD...!*

WHILE SEVERAL BLOCKS AWAY, AT A VERY EXCLUSIVE CLUB...

SO, MARY JANE, HOW 'BOUT IT?

THAT'S A FLATTERING OFFER, BUT I'M JUST HERE TO *DANCE.*

HEY, C'MON! *YOU'RE* ATTRACTIVE, *I'M* ATTRACTIVE! WHAT'S THE PROBLEM?

YOU'RE SOME KINDA *FEMINIST?*

I'M *MARRIED.*

SO AM *I!* WHAT'S YOUR POINT?

CUTE.

THE DANCE IS OVER.

'BYE!

OUCH! LIKE TO PLAY HARD, DON'TCHA?

WHATSAY WE GET A ROOM SOMEWHERE AND FIND A GAME WE *BOTH* LIKE!

WHATSAY WE SEE IF THAT *GREASE* IN YOUR HAIR *BURNS*?!

W-W-WHA--?!

CRIPES ALMIGHTY! Y-Y-YOU'RE *NUTS*!

=SIGH=

DANCING THE NIGHT AWAY ALWAYS HELPED ME FORGET MY TROUBLES IN *HIGH SCHOOL*!

BUD

BUT THINGS GET MORE COMPLICATED WHEN YOU GROW UP!

I'M STILL ADJUSTING TO THE FACT THAT OUR "FRIEND" LIZ KICKED US OUT OF OUR SOHO LOFT! *

=K-KOFF=

*SEE SPECTACULAR # 204 .--D.

NOW MY HUSBAND, PETER-- THE INFERNAL *SPIDER-MAN*-- HAS BEEN MISSING FOR 24 HOURS!

WHAT'S A GIRL TO DO?

DANCE?

SURE...

WHILE AT A DESERTED MIDTOWN BUILDING...

FEELING BETTER?

YEAH, A LITTLE, WITHOUT THAT BLASTED *TUBE* IN MY ARM!

THEN LISTEN UP: THIS *TRANSCEIVER UNIT* WILL ALLOW YOU TO STAY IN TOUCH WITH THE BOSS--

--AND WITH THE REST OF THE JURY IF WE GET SEPARATED!

I'VE GOT A FEELING YOU WON'T LET THAT HAPPEN EASILY!

COUNT ON IT!

THE JURY KNOWS THEIR MISSION, BUT FOR SPIDER-MAN'S EDIFICATION: WE'RE PLANNING TO INFILTRATE A GOVERNMENT RESEARCH CENTER.

OUR OBJECTIVE IS A PROTOTYPE OF A PORTABLE TELEPORTATION DEVICE.

WHEN TRAINED ON AN OBJECT, IT CAN BREAK THAT OBJECT INTO ITS INDIVIDUAL ATOMS. TRUE, THEY'VE YET TO DEVELOP A WAY OF PUTTING THOSE COMPONENTS BACK TOGETHER..

--BUT IF WE CAN CATCH VENOM IN ITS BEAM, WE CAN SCATTER THAT MONSTER'S ELEMENTS THROUGHOUT INFINITY!

WOW! THAT'S GREAT!

IT... IT IS GREAT...

...ISN'T IT?

OH, AND ONE OTHER THING: RAMSHOT?

YES, SIR?

UNTIL FURTHER NOTICE--

--YOU'RE SUSPENDED FROM THE JURY!

WHILE AT THE FOREST HILLS HOME OF SPIDER-MAN'S AUNT MAY...

LIGHTS ARE STILL ON?

HELLO, RICHARD, MARY. UM... WELCOME HOME...

NOW, MAY... WE TOLD YOU *NOT* TO WAIT UP FOR US!

OUR NEW JOBS AT THE U.N. KEEP US BUSY!

WE MIGHT BE COMING HOME LATE A LOT!

OH... THAT'S ALL RIGHT. I...

...I HAVEN'T BEEN *SLEEPING* WELL LATELY, ANY-WAY!

"BERNARD SCUDDER -- PRIVATE EYE"!

NOT EXACTLY LIKE ON CHANNEL 9, IS IT, BERNIE?

NO CAR CHASES, NO GRATEFUL STARLETS FOR CLIENTS.

JUST FOLLOWIN' A COUPLE O' AVERAGE SHMOES 'CAUSE SOME LOONY OLD BROAD THINKS THEY'RE *IMPOSTORS!*

I *TOLD* MAY PARKER HER IN-LAWS CHECKED OUT LEGIT, BUT SHE WON'T LET IT GO! INSISTS I KEEP *TAILIN'* 'EM!

HOLD IT RIGHT THERE!

-- TROUBLE?

NEIGHBORS REPORTED A SUSPICIOUS CHARACTER LOITERING AROUND, SO LET'S SEE SOME I.D., PAL!

N.Y.P.D. 702

--YOUR BUTT IS *MINE!*

MAN! TALK ABOUT SNOOZE DUTY! BUT A JOB'S A JOB, I GUESS. AT LEAST IT KEEPS ME OUT OF--

AND IF YOU DON'T HAVE A *CARRY PERMIT* FOR THAT *BULGE* UNDER YOUR ARM--

SOMETIME LATER, AT A GOVERNMENT-FUNDED RESEARCH COMPLEX IN NASSAU COUNTY...

INFILTRATING THROUGH THE VENT SYSTEM WASN'T THAT TOUGH! SO--

--HOW COME WE NEED SPIDER-MAN, ANYWAY?

GEE, IT'S NICE TO BE WANTED!

WE'LL DROP DOWN HERE AND--

UH-OH! SPIDER-SENSE WARNING!

--HOLD IT!

THERE'S SOMETHING DANGEROUS ABOUT THE FLOOR!

TWIPP

PROBABLY PRESSURE PLATES LINKED TO AN ALARM SYSTEM!

FOLLOW ME!

THAT'S WHY WE NEED SPIDER-MAN, SCREECH!

I'M IMPRESSED! AND EVEN *MORE* IMPRESSED WITH THIS WEBLINE!

IT'S HOLDING ALL OF US, *WITH* OUR ARMOR!

WATCH OUT-- TRIP BEAM!

Shhhh!

THIS SHOULD BLOCK THAT HEAT SENSOR LONG ENOUGH FOR US TO PASS!

AND, EVENTUALLY..,

ACCORDING TO THE INTELLIGENCE INFORMATION YOUR BOSS PROVIDED, THIS SHOULD BE THE MATTER TRANS-PORT LAB!

BUT OTHER THAN BRUTE STRENGTH, I'M AFRAID I DON'T HAVE A WAY TO GET US PAST THE ELECTRIC LOCK!

LEAVE THAT TO ME, WEB-SLINGER!

MY ARMOR'S BASED ON THE GUARDSMAN UNIFORMS THEY WEAR AT THE VAULT!

WHICH MEANS IT HAS ALL MANNER OF INTER-ESTING--AND USEFUL--

BEEDABIP

--ACCESSORIES!

ALL RIGHT-- HOLD IT RIGHT THERE!

A GUARD! SCREECH--!

ON IT, FIREARM!

Wha--?!

ZZRAAMP

YOU MURDERING SLIME! YOU DIDN'T HAVE TO KILL HIM!

I... G-GHK≤... I DIDN'T!

I ADJUSTED MY SONIC LANCE TO STUN!

STUN...?

WE DON'T WANT TO HURT ANYONE! BUT LIKE TH' OLD SAYING GOES: "TO MAKE AN OMELET, YOU'VE GOTTA BREAK SOME EGGS"!

Oh, yeah.

O-OF COURSE...

WHILE IN MANHATTAN...

BUT, Mr. TAYLOR, I'VE BEEN PART OF THE TEAM FROM THE START!

YOU KNOW HOW MUCH YOUR SON, HUGH, MEANT TO ALL OF US! I WAS IN THE ARMY WITH HIM, SENTRY WORKED WITH HIM AT THE VAULT!

WE WERE NEARLY AS DEVASTATED AS YOU WERE--

-- WHEN VENOM SUFFOCATED HUGH IN A PRISON ESCAPE! *

I SIGNED ON TO HELP PUNISH VENOM! YOU'VE GOT TO LET ME STAY!

YOU STOOD AGAINST US, SAMUEL, ON SPIDER-MAN'S BEHALF!

BUT SPIDER-MAN ISN'T VENOM!

I COULDN'T JUST LET YOU KILL HIM!

BLAST IT, WE WEREN'T GOING TO KILL ANY-ONE!

WH... WHAT?

* IN AMAZING # 315. -- Danny

THIS WHOLE SCENE--ALONG WITH THE DRUGS--WAS A WAY TO *TRICK* SPIDER-MAN INTO HELPING US GET THAT TELEPORTER! I DIDN'T TELL THE REST OF YOU BECAUSE SPIDER-MAN ISN'T A NORMAL *HUMAN!*

HE MAY HAVE SOME SORT OF *SUPER-SENSES* THAT COULD WARN HIM IF YOUR DEATH THREATS WEREN'T SINCERE!

THEN MY HESITATION MAY HAVE ACTUALLY WORKED *FOR* US, CONVINCED HIM THE DANGER WAS REAL!

SO EVERYTHING'S OKAY!

NO.

IT'S NOT.

NO MATTER HOW *HONORABLE* THE REASON, YOU SIDED *AGAINST* THE JURY.

ACTIVE PARTICIPATION IS LIMITED TO THOSE WHOSE LOYALTIES ARE *CLEAR!*

THEREFORE, YOU WILL HENCEFORTH BE RELEGATED TO A *SUPPORT* POSITION.

OKAY, LET'S SEE IF THIS SUCKER--

--WORKS!

FZZZZCH

WHOA!

GOODBYE, MR. BROCK..!

TH-THEY'RE GOING TO DO THAT... TO A HUMAN BEING?! BUT THAT'S MURDER! HOW COULD I HAVE EVER THOUGHT *OTHERWISE*?

IT'S THE DRUGS! THEY MUST'VE DONE MORE THAN KEEP ME WEAK-- THEY ALTERED MY *PERCEPTION*!

TURNED MY SENSE OF *RESPONSIBILITY*...

...INTO ONE OF *GUILT*!

BUT--

BAMM

--NO MORE!

KLANK

WHOOF

Y'KNOW, I WAS ALMOST *HOPING* YOU'D TRY SOMETHING LIKE--

--HUH?

TELE-PORT UNIT DAMAGED! GOING TO--

SKAB-WAM

FIGHTING *FIVE* OF YOU WAS TOUGH! BUT WITH JUST THREE--

-- I'D SAY THE ODDS ARE ABOUT *EVEN!*

WHUNG!

ONLY BETS I'M TAKIN', WEB-SLINGER--

--IS HOW MANY *PIECES* YOU'LL BE IN WHEN THIS IS *OVER!*

MY MONEY'S ON "ONE"!

THWIP

SPATCH

MISSED!

GEEZ! YOU GUYS REALLY OUGHTA GET *OUT* MORE! AT LEAST TO YOUR LOCAL *VIDEO* STORE! MIGHT I SUGGEST--

THWANG

WRANCH

"BATMAN RETURNS"?

YOU WERE LUCKY WITH THE OTHERS, WALL-CRAWLER!

BUT I'M THE BEST!

I'M IMPRESSED!

BUT THAT STILL DOESN'T CHANGE ONE THING!

YEAH? WHAT'S THAT?

I'M--

--BETTER!

CHRAK!

JUST ANOTHER EXAMPLE OF WHY IT'S SMART TO STAY AWAY FROM DRUGS!

I SHUDDER TO THINK WHAT I MIGHT'VE DONE IF I HADN'T COME TO MY SENSES!

BUT NOW THAT I HAVE, WHAT DO I DO WITH THESE--

Uh-Oh! SECURITY GUARDS! MUST'VE HEARD THE FIGHT!

MAYBE I'LL JUST LEAVE THIS--

--TO THEM!

DAWN, AT THE PARKER'S SoHo LOFT...

SHOULD'VE KNOWN THAT BUILDING WHERE I WAS HELD PRISONER WOULD BE DESERTED.

WASTED MY TIME GOING BACK TO LOOK FOR THE JURY'S "BOSS"! OH, WELL...

MOMENTS LATER.

MARY JANE'S REALLY DECKED OUT. MUST'VE BEEN OUT DANCING AGAIN.

SHE LOOKS SO BEAUTIFUL. SO...

...VULNERABLE.

MARY JANE?

P...PETER? HI, HON! GLAD YOU'RE HOME. BUT Y'KNOW, IF I DIDN'T LOVE YOU SO DEEPLY--

--I MIGHT JUST *HATE* YOU FOR LEAVING ME ALONE SO MUCH!

WE HAVE A *LOT* TO TALK ABOUT, SWEETHEART. BUT FIRST--

--THERE'S SOME UN-FINISHED BUSINESS TO TAKE CARE OF.

LET'S GO SEE *NICK!*

Huh?

BLESSING HOSPITAL; 7:31 A.M.

REALLY, PETER...

...NICK KATZENBERG'S A SLUG! I MEAN, I'M SORRY HE'S SICK--BUT DO I HAVE TO TELL HIM SO TO HIS FAT PIGGY FACE?

COME ON, MJ, JUST A COUPLE OF MINUTES?

WELL, OKAY, BUT YOU OWE ME BIG FOR--

--OH, MY GOD!

NICK?

HIYA, JIGGLES! ≥K-KOFF≤

WHYN'T YOU SHAKE IT OVER HERE AN' GIVE NICKIE A BIG WET SMOOCH, EH?

≥KCHFF≤ GOT A SMOKE?

WH-WHAT... WHAT HAPPENED?!

THE "BIG C," BABE! LUNG CANCER! ≥H-HWAUK≤ NOT TO MENTION A LITTLE HEART ATTACK ≥HWAAG≤--!

BUT I'M GONNA BEAT IT, YOU BE-BET'CHA! ≥GAHK≤

HEY, 'SCUSE THE BLOOD.

PETER, HOW *COULD* YOU? HOW COULD YOU BE SO *CRUEL*?

I LOVE YOU.

THANKS ANYWAY, NICK. GUESS IT DIDN'T WORK.

LOOK AT IT THIS WAY, PARKER: EITHER SHE'LL COME AROUND--

--OR PRETTY SOON I'LL HAVE ME A *ROOMMATE*! =HEH=

=K-KOFF=

YOU'RE A PEACH, NICK. IT'S GOOD TO KNOW *SOME* THINGS NEVER CHANGE.

I'LL DROP BY AGAIN IN A COUPLE OF DAYS.

WHERE ARE THEY? BLAST IT, WHERE *ARE* THEY?

I'M SO *MAD*--!

MARY JANE, I'M SORRY.

DON'T BE, PETER-- YOU WERE *RIGHT!*

WHA--?

I'M NOT MAD AT YOU, I'M MAD AT *ME!*

I'VE BEEN WEAK, WORRIED THAT *YOU'D* BE KILLED! BUT MY REACTION, BY TAKING UP SMOKING AGAIN --

-- WAS TO SLOWLY KILL *MYSELF!*

I GUESS I'VE KNOWN ALL ALONG, BUT SEEING NICK REALLY BROUGHT IT HOME.

I LOVE YOU, *TOO*, PETER.

AND I WANT TO *KEEP* LOVING YOU... FOR AS LONG AS I LIVE!

IT'S JUST NOT WORTH IT.

NEXT: *THE VULTURE!* AND THE BEGINNING OF THE MOST *DEVASTATING* STORYLINE OF ALL! YOU MUST NOT MISS ..... *"LIFETHEFT"* PART ONE! (IF YOU THINK IT ALL INVOLVES PETER'S *PARENTS*--YOU'RE *RIGHT!*)

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the AMAZING SPIDER-MAN®

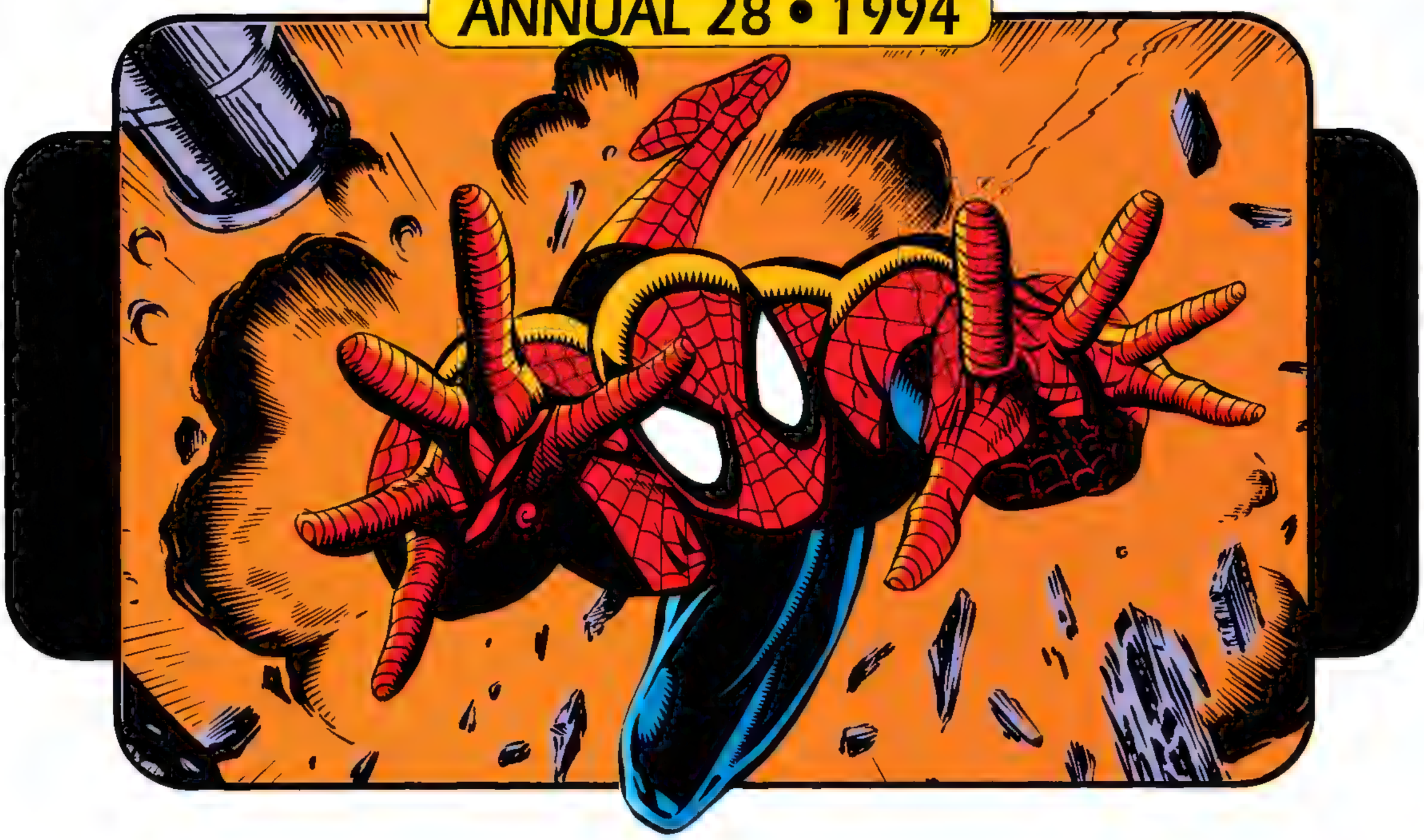
CARNAGE™ IS BACK--

--AND THIS TIME, SPIDEY'S GOT TO FACE HIM ALONE!

ERIK LARSEN

the AMAZING SPIDER-MAN

ANNUAL 28 • 1994



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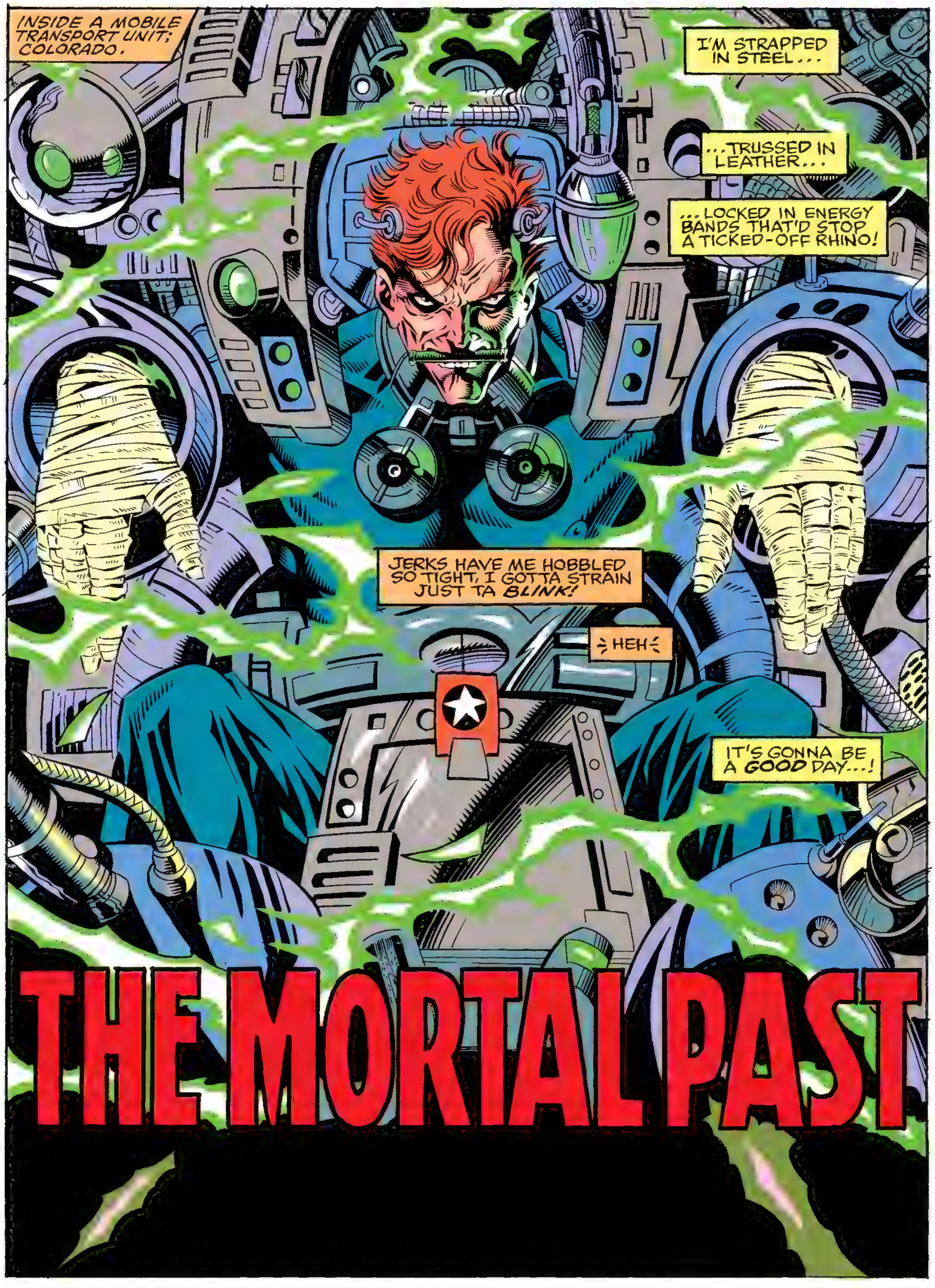
A living nightmare descended upon humanity when convicted serial killer Cletus Kasady bonded with the spawn of the alien symbiote of his cellmate Eddie Brock, alias Venom.

Calling himself **Carnage**, Kasady -- both alone and with others -- initiated perhaps the most horrific reign of terror in New York City's history: Maximum Carnage.

Spider-Man ultimately captured Kasady. Now, still seething with the desire for revenge against those that have thwarted his goals, Cletus Kasady patiently waits for the right moment to begin the horror anew...

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



HOW'S IT FEEL, KASADY... TO BE AS *HELPLESS* AS ONE OF YOUR POOR, PITIFUL *VICTIMS*?

CONRAD, PLEASE--! YOU'LL MAKE HIM *ANGRY!*

SO WHAT? *LOOK* AT HIM, SARAH!

DAVID MICHELINIE- *WRITER*
STEVEN BUTLER- *PENCILER*
BUD LAROSA- *INKER*
JOE ROSEN- *LETTERER*
TOM SMITH *COLORIST*
DANNY FINGEROTH- *EDITOR*
TOM DEFALCO- *EDITOR IN CHIEF*

THE ONLY TIME THIS PUNK'S *DANGEROUS* IS WHEN HIS SENTIENT *BLOOD* IS FREE, WHERE HE CAN CONTROL IT AS A WEAPON!

BUT HE'S SO IMMOBILIZED, THERE'S NO WAY HE CAN SPILL A SINGLE, DISGUSTING *DROP!*

CAN'T EVEN BITE YOUR *TONGUE*, CAN YA, PSYCHO-BOY?

OOO, NIFTY ZINGER, FOUR-EYES!

AND WHEN WE REACH SEATTLE, IT SHOULD ALL BE OVER! A LAB THERE'S EXPERIMENTING WITH WAYS TO PURIFY OUTER SPACE ENVIRONMENTS--

--AND SINCE KASADY'S BLOOD WAS MUTATED BY AN *ALIEN* SPORE, THEY MAY BE ABLE TO CLEANSE IT--

--AND RETURN THIS LUNATIC TO WHAT, FOR HIM, PASSES AS *NORMAL!*

THEN YOU'LL JUST BE A SICK CREEP DOIN' ABOUT A THOUSAND YEARS OF *HARD TIME!*

GEE, I'M ALL TORN UP....!

NOT YET, PENCIL-NECK...

...BUT JUST WAIT!

WHA--? H-HE'S ...BUT THAT'S IMPOSSIBLE!

G-G-GUARDSMEN!

TOO LATE, EINSTEIN! MY BLOOD'S REACTIN' WITH THE AIR--

--FEEDIN' ME STRENGTH! OR TA PUT IT ANOTHER WAY--

--GET READY TA PARTY, BOYS AN' GEEKS!

CARNAGE IS BACK!

I TOOK THE PRECAUTION O' FILIN' ONE O' MY BACK TEETH TO A NEEDLE POINT!

ALL I GOTTA DO IS SCRATCH MY *TONGUE* WITH IT TA SET THE "LI'L BUDDY" IN MY VEINS *FREE!*

IT WAS JUST A MATTER OF WAITIN' FOR THE MOST *FUN* TIME T'DO IT!

THIS *REPULSOR RAY* WILL DO MORE THAN *SCRATCH*, KASADY!

'SCUSE ME A SEC, WILL YA, DARLIN'?

SEEMS I FORGOT TA PUT THE TRASH--

=HRNK?!=

"...OUT!"

KREEESH

POLICE

WHAT THE--?

NOW, SMART GUY, WHAT WAS THAT YA WERE SAYIN' ABOUT BEIN'...

..."ALL TORN UP"?

MOTHER!

OOOO, HE MASHES *GOOD!*

AWRIGHT! MORE *MEAT!*

NOT *THIS* TIME, CARNAGE!

WHA--?

HIM?!?

SPIDER-MAN!

I HEARD THROUGH CONTACTS AT THE *DAILY BUGLE* THAT CLETUS KASADY WAS BEING TRANSFERRED FROM THE *VAULT!*

AND AFTER THE HORRORS YOU COMMITTED IN MANHATTAN,* I FIGURED I SHOULD TAG ALONG, MAKE SURE YOU DIDN'T ESCAPE!

THAT'S WHY I ASKED THE AVENGERS TO LOAN ME THIS *THERMO-CANNON!*

MY, THAT'S A *BIG* ONE!

*SEE THE HISTORY-MAKING "MAXIMUM CARNAGE" CROSSOVER! --DANNY

TELL YA WHAT, WEBSTINKER, YOU PUT THAT GUN DOWN--

--AN' I WON'T TURN THESE BLUE-SUITED FLUNKIES INTA GUT PUDDIN'! OKAY?

I...I- I...

SOFT-HEARTED SUCKER! ALL I NEEDED WAS A SECOND'S HESITATION TA LAUNCH A SPIKE O' MY COSTUME--

--AN' TAKE THAT BIG BANGER OUT FER *GOOD!*

SKASH

KRRAK

SNAP

THANKS FOR THE HELP, GUYS...

...BUT I WON'T BE *NEEDIN'* YA ANY MORE!

YOU... Y-YOU KILLED...?!

MONSTER!

WHAUGH!

OH, LORD! I DIDN'T MEAN TO--!

H-HELP! I-I'M ALL... BROKEN INSIDE!

N-NOT GONNA... MAKE IT...!

HEY! WHAT'S GOIN' ON?

GEEZ, WEBSTER, HOW MANY TIMES I GOTTA CON YA 'FORE YA WISE UP?

WHA--?

YIPE!

COSTUME LANCE BARELY MISSED ME--

DORISS

--BUT IT'S *NOT* GOING TO MISS THAT GASOLINE TRU--

EXX

WHAM

OOOM

MAN, I'VE BEEN IN *THESE* BEFORE!

COLORADO 006-92

BUT NEVER IN THE *FRONT* SEAT!

SO LONG, SPIDER-SAP!

COPS ARE HURT!

CAN'T EVEN CALL AN *AMBULANCE* ON THEIR OWN!

BLAST! I HATE LETTING CARNAGE GO--

SPING

--BUT I CAN'T LET THESE OFFICERS DIE!

SPIDER-TRACER'LL LEAD ME TO CARNAGE LATER! I JUST HOPE...

...IT WON'T BE *TOO* LATE!

BUT, SOMEWHAT LATER, AS DUSK DARKENS A LUMBER MILL IN THE ROCKY MOUNTAIN FOOT-HILLS ...

WORKING LATE AGAIN, MR. BENTINE?

FORGIVE ME FOR SAYING, BUT THE *STRAIN* IS STARTING TO SHOW.

THANKS, SALLY. THERE'S NO REST FOR THE WEARY, I'M AFRAID.

GOOD NIGHT.

SALLY'S JUST BEING THOUGHT-FUL.

I WONDER WHAT SHE'LL THINK *TOMORROW*, WHEN SHE HEARS WHAT'S HAPPENED, WHEN SHE FINDS OUT...

...WHAT I'VE *DONE*.

=SIGH= I NEVER, NOT ONCE, THOUGHT IT WOULD COME TO--

LONG TIME, NO SEE, BILLY-BOY!

WHA--THAT *COSTUME!* I-I RECOGNIZE IT FROM THE NEWSPAPERS! IT'S YOU, ISN'T IT...*CLETE?*

BEEN KEEPIN' UP ON MY *CAREER,* BILLY?

I KNOW 'BOUT *YOU,* TOO!

THEY LET US WATCH TV EVEN IN PRISON!

YOU'RE A BIGWIG WITH THIS LUMBER COMPANY, HELPED DEVELOP SOME KINDA RADICAL *WOOD EXTENDER--*

--GOOP THAT MIXES WITH WOOD CHIPS TA MAKE BUILDIN' MATERIAL, *DOUBLIN'* THE USE O' TREES!

SUPPOSED TO BE AN ENVIRONMENTAL MILESTONE!

GOLLY, TOO BAD YA WON'T BE *ALIVE* TA SEE ALL THE GOOD IT'LL DO... AIN'T IT?

IN THE TOWN BELOW...

THERE'S THE POLICE CAR!

LARRY

AND MY SPIDER-TRACER! BUT--

--NO *CARNAGE!* OH, MAN...

...WHAT *NOW?*

WHAT NOW, CLETE? I MEAN, WHY COME AFTER SOMEONE YOU *KNOW*? I READ ABOUT THAT..."UNPLEASANTNESS!" IN NEW YORK.

I THOUGHT YOUR GOAL WAS *RANDOM* SLAUGHTER, BRINGING A MESSAGE ABOUT *CHAOS* AS THE ULTIMATE FREEDOM!

RIGHT AS RAIN, BILLY-BOY!

EVER SINCE I TEAMED WITH THE ALIEN SYMBIOTE THAT MUTATED MY BLOOD, I'VE KILLED WITHOUT PATTERN!

GOT SO PEOPLE *EXPECTED* IT!

WHICH MEANS THEY *WON'T* EXPECT A *SPECIFIC* TARGET!

AN' THAT MAKES IT *UN*-EXPECTED ALL OVER AGAIN!

BUT WHY... *ME*...?!?

THAT'S THE PRETTY PART. I'M GONNA KILL *YOU*, BILLY-BOY--

--'CAUSE WE WERE *FRIENDS!*

REMEMBER CAMP WAK-SA-HATEE?

"SOCIAL SERVICES SENT A BUNCH O' US CITY BRATS THERE TA LEARN WHAT COWS LOOK LIKE, OR SOMETHIN'.

"AN' IT WASN'T TOO BAD-- WE EVEN HAD SOME LAUGHS.

"LIKE THAT DAY OUTSIDE THE GIRLS' CABIN! WHEN YA SAW ME DUCKED BEHIND THAT BUSH, SNICKERIN' MY BUTT OFF, YA WONDERED WHAT WAS GOIN' ON.

"YA *FOUND OUT* WHEN THE FIRECRACKERS AN' SMOKE BOMB I PLANTED WENT OFF! MAN, WHAT A HOOT! THOSE CHIPPIES SQUEALED LOUDER'N A PEN FULL O' STUCK PIGS!

"I WAS HID GOOD, BUT WHINY AMANDA SALINGER SPOTTED *YOU*, SAID YA WAS THE ONLY ONE AROUND.

"AN' WHEN THAT TIGHT-CHEEKED COUNSELOR, MS. KRINSKY, ASKED IF IT WAS YOU WHAT DONE IT, WELL...

"...THAT'S WHEN THINGS GOT *STRANGE!*

BILLY?

UM...

...UH...

YES, MA'AM.

IT WAS ME.

YOUR SWIMMING AND CANTEEN PRIVILEGES ARE SUSPENDED FOR ONE WEEK, YOUNG MAN! MAYBE THAT WILL TEACH YOU SOME *RESPECT* FOR OTHER PEOPLE!

WHY'D YA DO IT? WHY'D YA TAKE THE BLAME FOR SOMETHIN' I DID?

WELL, GOSH, CLETE--

CAMP

YES, MS. KRINSKY.

--WE'RE *FRIENDS!* AREN'T WE...?

F...FRIENDS? I-I DON'T THINK I EVER *HAD* ONE O'THEM BEFORE!

GOLLY! THANKS...

...PAL!

BUT FOR CRIPE'S SAKE, CLETE, I WAS *NICE* TO YOU!

MY POINT EXACTLY, BILLY-O! PEOPLE THINK YA HAFTA *PAY BACK* KINDNESS! BUT IN A WORLD O' *CHAOS*--

--YA CAN DO ANYTHIN' YA WANT, JUST 'CAUSE YA *CAN!*

AN' YOU, BILL-MAN, ARE GONNA BE A PRIME *EXAMPLE* O' THAT!

THIS IS TOO MUCH...!

AH-AH, SUPER-BILL!

SHLUP

NO GUNS!

KREESH

?!

I WASN'T GOING FOR A *WEAPON*, CLETE--

--I WAS REACHING FOR A FRESH *BOTTLE*.

EARNIN' DOUGH MUST MAKE YA THIRSTY, BILLSTER--THAT'S A LOT O' *CASH!*

GUESS LIFE'S BEEN GOOD TO YA...

...TILL *NOW!*

THAT'S ALMOST FUNNY. BUT YOU DON'T KNOW... *CAN'T* KNOW...!

SO WHY DON'T I JUST *TELL* YOU?

THINGS *WERE* GOOD: I HAD A GREAT JOB, A HAPPY MARRIAGE. THEN I WON A WEEK-END IN *VEGAS* IN AN OFFICE POOL. IT WAS SUPPOSED TO BE A FUN TRIP, A CHANGE OF PACE. AND CHANGE IT WAS--BUT NOT FOR THE *BETTER!* BECAUSE WITH THAT INNOCENT LITTLE VACATION--

THWIP

"--*TROUBLE* SWUNG INTO MY LIFE!

"I GOT HOOKED ON *GAMBLING*; CARDS, DICE, IT DIDN'T MATTER. I BET ON ANYTHING -- AND USUALLY LOST!

"IT COST ME EVERYTHING: MY HOUSE, MY SAVINGS... MY WIFE.

"I WAS IN DEBT UP TO MY EYEBALLS--

"--AND THE ONLY OUT SEEMED TO BE TO RUN AWAY, START OVER FRESH.

"BUT THAT WOULD TAKE *MONEY*.

"WHAT'S IN THAT BRIEFCASE *WAS* IN THE COMPANY SAFE; I WAS GOING TO *MEXICO* TONIGHT."

I GOTTA TELL YA, MR. BILL, I'M DISAPPOINTED. I WAS *HOPIN'* TA SHRED A RIGHTEOUS CITIZEN--

--BUT *YOU'RE* NOTHIN' BUT A WIMP, A LOSER! THIS AIN'T GONNA BE *NEARLY* AS MUCH FUN!

AW, HECK, I'LL *LIVE* WITH IT...!

GASP

BACK OFF!

HIM? AGAIN?

ALL RIGHT!

MAYBE I CAN SQUEEZE SOME CHUCKLES OUTTA THIS *AFTER* ALL...!

KASADY I'M NOT WORRIED ABOUT--IT'S *CARNAGE* WHO'S NEARLY UNBEATABLE!

YOU! GET OUT! CALL 9-1-1!

S-S-SURE! BUT DON'T HURT CLETE, OKAY? INSIDE HE'S JUST A MIXED-UP KID!

HEY!

I DIDN'T SAY "*SHOW ME*"!

THE METAL FILE CABINET IS STOPPING YOUR COSTUME DARTS, CARNAGE!

SO LET'S SEE IF IT'LL STOP YOU AS WELL!

KRABASH

C'MON, BILL, QUIT HOLDIN' BACK! YA GOTTA GO, BLAST IT!

YA GOTTA--

--GO?

KNOCKED US INTA THE LUMBER MILL, WHERE THEY TURN EX-TREES INTA TWO-BY-FOURS! AN' WHERE *I'M* GONNA TURN SPIDER-MAN...

--INTA BLOODY *TOOTHPICKS!*

THWIP
CAN'T HIT--
OW
--WHAT YOU CAN'T *SEE!*
THOP
SHLOOP
YUCK!
PTUI!
YA KEEP UNDER-ESTIMATIN' WHAT MY COSTUME CAN *DO*, WEB-MAN--
--AN' THAT'S GONNA BE THE *DEATH* O' YA!
NOT MY PROBLEM!
I'M NO FIGHTER!
HAVE TO THINK OF *MYSELF!*
JUST LIKE...
--LIKE...
HOW 'BOUT A LITTLE *AUDIENCE PARTICIPATION*, WALLCRAWLER!
WHICH *LIMB* YA WANNA LOSE *FIRST*?
...CLETE?
THWIP
ONLY THING *I'M* LOSING--
--IS MY *PATIENCE!*
WHA--
SPAK

BRRMBLE

OKAY--

--NOW I'M TICKED!

GONNA TAKE 'IS EYES!

--DARTS!

TOO MANY--

THIS CONVEYOR BELT--!

LOGS WILL SHIELD ME UNTIL--

-HEH-

TIK

WHA--?

HE DIDN'T EXPECT ME TA SLINK COSTUME STRANDS UNDER THE CONVEYOR! NOW HE'S TRAPPED--

--AN' HEADED STRAIGHT FER THAT WOOD CHIPPER! HEY, INSTANT SPIDER-CHIPS!

BRRZKT

WONDER IF I COULD INTEREST FRITO-LAY...!

WH...WHAT'S HE LOOKIN' AT?

THWIPP

THAT BLIZZ SAW! SLINGIN' A WEBLINE TA PULL THE BLADE--

--LOOSE?

NOW HE'S ARCIN' IT OVER, TRYIN' TA CUT THROUGH MY--

--AAGGGHHH!

SOUNDED LIKE THAT HURT, CARNAGE!

GOOD...!

ALL RIGHT, WHAT'S ALL THE COMMO--

--TION?

GET OUT OF HERE!

SECURITY GUY'S DOIN' WHAT YA SAID, WEBS--BUT WORRYIN' ABOUT 'IM LEFT *YOU* OPEN FER *THIS!*

GLUSH

HE'S COVERED WITH THAT RESIN GOOP! IT'S WEIGHIN' 'IM DOWN, STICKIN' 'IS ARM TO 'IS SIDE, LIKE *GLUE!*

HE'LL PROB'LY PULL FREE IN SECONDS!

BUT SECONDS ARE ALL I *NEED...!*

LEAVE HIM ALONE! *I'M* THE ONE YOU WANT!

BILLY-BOY?

I'VE LOST A LOT, CLETE--

--BUT YOU MADE ME REALIZE THE MOST *IM-PORTANT* THING I'VE LOST IS *HONOR!* I FOR-GOT WHAT IT MEANT TO SIMPLY DO THE RIGHT THING--LIKE I DID YEARS AGO AT OUR SUMMER CAMP.

IF I'D STAYED STRONG, MAYBE I WOULDN'T HAVE *FALLEN* SO FAR. BUT I CAN DO THE RIGHT THING *NOW.*

OH, BROTHER! SOMEONE BRING ME A HANKIE--I'M GONNA START *BAWLIN'!*

DO WHAT YOU MUST; I WON'T HATE YOU!

I KNOW IT'S THE *MONSTER* YOU'VE BECOME.

CLETE KASADY WOULD NEVER HURT ME!

GEEZ, DID SOMEONE HIT YA WITH A *STUPID* STICK?

'COURSE CLETE'D HURT YA!

AND I DON'T NEED NOTHIN' BUT MY BARE, *HUMAN* HANDS TO BLEED *YOU!*

OKAY. DO IT...

...SPIDER-MAN!

HUH--?

SHPLOK

SAW YOU PULLIN' FREE, REMEMBERED WHAT YOU SAID ABOUT *CARNAGE* BEING TOUGH, BUT *CLETE* BEING VULNERABLE.

I TRICKED THEM.

BUT, WHY?

WHAT I SAID WAS TRUE. I'D LOST SIGHT OF WHAT REALLY MATTERS. CLETE REMINDED ME.

HE'D PROBABLY CRINGE TO HEAR IT, BUT TONIGHT...

...CLETUS KASADY WAS THE BEST *FRIEND* I'VE EVER HAD!

SOME HOURS LATER, AT THE PRISON FOR SUPER CRIMINALS KNOWN AS THE VAULT...

OKAY, THROW THE SWITCH!

I THINK THAT'LL DO IT?

DANGER HIGH VOLTAGE

KASADY'S MUTATED BLOOD CAN'T TAKE *HEAT*. THAT MICROWAVE SHIELD AROUND HIS ENTIRE CELL WILL KEEP HIM RIGHT WHERE HE BELONGS!

PINHEADS! THE ONLY REASON I'M STAYIN' PUT IS 'CAUSE THEY *EXPECT* ME TO ESCAPE!

DOIN' THE UN-EXPECTED IS WHAT MAKES ME *FREE!*

THAT'S WHY I WON'T BE GOIN' AFTER *BILLY* AGAIN!

NOT THAT IT MATTERS. POOR JERK'LL BE LOOKIN' OVER 'IS SHOULDER THE REST O' HIS LIFE! HE'S SO --

"-- PREDICTABLE!

MR. BENTINE... *RESIGNED?!*

RESIGNATION FORM

"THAT GOODY-GOODY WAS A COWARD AS A KID, AN' HE'LL BE A LIMP-SPINE AS LONG AS HE LIVES! YEAH, GUYS LIKE THAT...

CH-CHK

"...NEVER CHANGE!"

GAMBLERS ANONYMOUS

CARNAGE IS DEFEATED... FOR NOW. BUT SPIDER-MAN'S TROUBLES ARE JUST BEGINNING.

CHECK IT ALL OUT IN ALL FOUR MONTHLY SPIDEY MAGS, AS WELL AS THE QUARTERLY *SPIDER-MAN UNLIMITED!*

A DRUG REFINING PLANT ON THE SEAMIER SIDE OF BROOKLYN...

THE STUFF'S REAL FINE TODAY, VINNIE!

OUGHT'A BRING QUITE A PRICE ON THE OPEN MARKET.

YEAH. SURE.

TELL THE BOYS TO HUSTLE, WILLYA?

I WANNA BE OUTTA HERE BEFORE DAWN.

DAWN SHALL NEVER COME FOR THE LIKES OF YOU, FILTH!

HOLY MOTHER OF...

ONLY RETRIBUTION!

SWIFT...

...DARK...

...AND TERRIBLE!

STAN LEE PRESENTS:

CLOAK AND DAGGER

FATAL INSTINCT

TOM BREVOORT & MIKE KANTEROVICH — STORY
ANTHONY WILLIAMS — PENCILS
KEITH WILLIAMS — INK
DAVE SHARPE — LETTERS
CARLOS LOPEZ — COLORS
DANNY FINGEROTH — EDITOR
TOM DEFALCO — CHIEF

THIS CRYSTALLIZED DEATH MUST *NEVER* REACH THE STREETS!

SHRIPT SHRIPT SHRIPT

WE WON'T *ALLOW* IT!

AAUGHKK!

K-RUKT

THINK YOU'RE PRETTY *HOT STUFF*, DON'T YOU, UGLY?

THIS OUGHT'A LEARN YA NOT TA BUTT IN WHERE YA GOT NO *BUSINESS!*

BLAM BLAM BLAM

ON THE CONTRARY...

SHURT SHURT SHUPT

...IT IS *YOU* WHO SHALL LEARN!

LEARN WHAT IT MEANS TO BE *DEVOURED* BY YOUR OWN *INNER DARKNESS!*

AAIEEEEEE!

I'VE NEVER SEEN *TYRONE* LIKE THIS BEFORE!

HE'S SO *RECKLESS*, SO... *AGGRESSIVE!*

NO! IT'S GOT MEEEEEE!

SOMETHING'S EATING HIM *UP*-- SOMETHING BEYOND THE *HUNGER* THAT LURKS WITHIN THE FOLDS OF HIS *CLOAK!*

GEEZ!

LOOKS LIKE A *WAR ZONE* IN HERE!

GOT *THAT* RIGHT, CHARLIE!

AN' I'M GONNA KICK UP THE *BODY COUNT* BY *TWO!*

BUDDABUDDABUDDA

YOUR BULLETS ARE *FAST*...

...BUT MY *DAGGERS OF LIGHT* ARE--

HEY!

WHERE'D THEY GO?

I DUNNO, CHARLIE...

PAFT

"...I JUST HOPE THEY DON'T COME *BACK!*"

CLOAK!

HAVE YOU LOST YOUR *MIND?*

IT TOOK US *WEEKS* TO TRACK THE FLOW OF DRUGS BACK TO THOSE *MANUFACTURERS!*

NOW YOU'VE TELEPORTED US OUT?! THROWN ALL THAT WORK *AWAY*--?!

I--

I'M SORRY.

REACTED WITHOUT *THINKING.*

THAT'S GETTING TO BE A *HABIT!* YOU'VE BEEN ACTING MORE AND MORE *RASHLY!*

WHAT'S *WRONG* WITH YOU, TYRONE?

WHAT IS IT YOU'RE NOT *TELLING* ME?

I WISH I *COULD* TELL YOU, TANDY-- BUT YOU'D NEVER *UNDERSTAND.*

HOW COULD YOU KNOW HOW IT FELT... TO WATCH YOU *DIE?**

"A PART OF ME, TOO DIED THAT DAY.

"THE *BEST* PART.

"THE ONLY PART THAT *MATTERED!*

* *WEB OF SPIDER-MAN #101.* -- DANNY

"YOUR MIRACULOUS RETURN TO LIFE* DID LITTLE TO EASE THE SENSE OF DREADFUL *EMPTINESS* WHICH HAS SINCE PLAGUED ME!

HOW COULD I EVER HOPE TO EXPLAIN... THAT I FEEL I *CANNOT* RISK LOSING YOU *AGAIN!*

THAT I...

IT'S *NOTHING,* DAGGER.

NOTHING AT ALL.

** *SPIDER-MAN # 37.* -- DANNY

YOU'RE STILL NOT BEING STRAIGHT WITH ME, TYRONE. BUT THIS DISCUSSION WILL HAVE TO *WAIT.*

WE HAVE SOME *UNFINISHED BUSINESS* TO DEAL WITH-- A *MISSION* TO *ACCOMPLISH!*

TAKE US BACK TO THE *PROCESSING PLANT...*

...OR DO I HAVE TO WALK BACK ON MY *OWN?*

VERY WELL...

"...THOUGH IT *PAINS* ME TO PLACE YOU IN *JEOPARDY* ONCE AGAIN!"

LET'S *MOVE* IT, PEOPLE--*MOVE IT!* NO TELLING *WHEN* THOSE FREAKS'LL BRING THE *COPS* DOWN ON US!

I WANT THE STUFF LOADED AND *OUT* OF HERE...

...BEFORE THEY GET...

...BACK?

I SINCERELY HOPE YOU VERMIN *ENJOYED* THE BRIEF RESPITE...

...FOR IT SHALL PROVE TO BE YOUR *LAST!*

DEAL WITH THE *TRUCKS*, CLOAK! DON'T LET THE DRUGS GET PAST YOU!

THE GUNMEN ARE *MINE!*

SSHRIPT!

AACK!

DONE AND *DONE*, DAGGER!

I HAVE THE MATTER...

...WELL IN *HAND!*

GYAAA!

KNEW YOU'D SHOW UP AGAIN, CHIQUITA!

BUT NOW OL' JOHNNY B'S GONNA PUT YOU OUT OF YOUR MISERY...

...AND OUT OF OUR HAIR...

...*PERMANENTLY!*

SALE

HURRY, CLOAK! THE GARAGE DOORS ARE *OPENING!*

NO!

NOT *AGAIN!*

I WON'T *PERMIT* IT!

PKOW PKOW

CLOAK, *NO!*

I'VE GOT IT UNDER *CONTROL!*

THRUPT

THE *BULLETS...*

"...THEY'RE HEADING STRAIGHT FOR THE PEOPLE ON THE STREET!"

NO TIME FOR SECOND GUESSES...

MUST HURL MY LIGHT-BLADES WITH PINPOINT ACCURACY...

SHREEEEEE

SHREEEEE

SHREEEEE

SHREEEEE

"...AND PRAY!"

FZZLAT!

TYRONE, YOU'VE GONE TOO FAR THIS TIME!

THOSE BYSTANDERS WERE NEARLY KILLED!

S-SO COLD...!

DAGGER...

FORGIVE ME.

PAFT!

HOLY GHOST CHURCH.

42ND STREET, MANHATTAN.

DAWN.

CLOAK!

I THOUGHT I MIGHT FIND YOU UP HERE.

I'M... SORRY I SNAPPED AT YOU EARLIER.

NO. YOU WERE RIGHT.

I WAS CARELESS TODAY, AND INNOCENT PEOPLE ALMOST PAID THE PRICE.

IT'S JUST... WHEN YOU... "DIED," I WAS LOST. DIDN'T KNOW WHERE TO TURN.

I KNOW THE WORK WE DO IS IMPORTANT...

...BUT I CAN'T BEAR THE THOUGHT OF EVER GOING THROUGH THAT AGAIN!

I LOVE YOU, TOO, CLOAK.

YOU'RE LIKE A BROTHER TO ME.

BUT WE'RE PARTNERS. AND TOGETHER, THE WHOLE IS GREATER THAN THE SUM OF ITS PARTS.

I CHOSE TO USE MY POWERS TO FIGHT FOR JUSTICE.

YOU'VE GOT TO ACCEPT THAT, JUST AS I -- AS WE BOTH -- ACCEPT THE RISK, OR ELSE...

"...THE GREATER WHOLE WILL BE LOST!"

I LOVE YOU, TANDY.

END.

THERE ARE EIGHT MILLION STORIES IN THE NAKED CITY.

AT LEAST, THAT'S WHAT WE'VE BEEN TOLD.

EVERY DAY, MILLIONS OF COMMUTERS MAKE THE MORNING TREK THROUGH MANHATTAN, SEEKING AN HONEST DAY'S WAGE AND SOME SMALL MEASURE OF SELF-WORTH.

MEET JOE SMITH.

STAN LEE PRESENTS:

MISTER SMITH GOES TO TOWN

TOM "JOE" BREVOORT & MIKE "JOE" KANTEROVICH · WRITERS
MARK "JOE" TENNY · PENCILER JOE "JOE" RUBINSTEIN · INKER
MATT "JOE" MALEY · LETTERER ERIKA "JOE" MORAN · COLORIST
DAN "JOE" FINGEROTH · EDITOR
TOM "EVERYMAN" DEFALCO · EDITOR-IN-CHIEF

AS THE TRAIN JERKS ROUGHLY TO A STOP, JOE MOVES TOWARDS THE DOOR, EVER MINDFUL OF HIS SURROUNDINGS.

ONE UNGUARDED MOMENT COULD COST A TRAVELER HIS WALLET-- OR WORSE.

THE PASSENGERS SPILL OUT ONTO THE PLATFORM LIKE LEMMINGS, EACH MINDFUL NOT TO MEET THE EYES OF ANOTHER.

JOE QUICKENS HIS STEP, GLAD TO BE FREE OF THE CONFINES OF THE CROWDED COMPARTMENT

FROM HERE, IT'S ONLY ABOUT FOUR BLOCKS TO HIS PLACE OF EMPLOYMENT:

THE JAMES COLEMAN MEMORIAL INSTITUTE FOR THE LEARNING IMPAIRED.

WORKING WITH "SPECIAL" CHILDREN HAS BEEN GOOD FOR JOE--EVEN MORE SO THAN FOR THE KIDS WHO'VE GROWN TO LOVE HIM.

YOU SEE, HE LOST A SON ONCE...

...BUT THAT'S ANOTHER STORY.

A MORE FULFILLING CAREER HE COULD SCARCELY IMAGINE.

AND JOE'S HAD MORE THAN A FEW.

THINGS WEREN'T ALWAYS SO ROSY.

COWBOYS

BUT WITH A LITTLE HELP, HE WAS ABLE TO MAKE A FRESH START.

YES, ALL IN ALL, LIFE HAS BEEN KIND TO JOE SMITH...

...FAR KINDER THAN IT'S BEEN TO THE NEIGHBORHOOD.

WHEN HE BEGAN WORKING HERE, A FEW YEARS BACK, THIS WAS A DECENT PLACE TO LIVE.

WHOO

NOT ANYMORE.

THE EROSION HAD BEEN BOTH GRADUAL AND CONTINUOUS.

IT SNUCK UP ON EVERYONE.

PEOPLE JUST WOKE UP ONE MORNING...

COWBOYS

...AND FOUND THAT THE PUSHERS, THE GANGS AND THE VANDALS HAD MOVED IN.

"WHY DIDN'T SOMEBODY DO SOMETHING?" THEY ALL ASKED.

WHY INDEED?

IT'S EASY TO IGNORE THE PROBLEMS AROUND YOU...

...UNTIL THEY COME KNOCKING ON YOUR OWN **FRONT DOOR.**

WHA...?

PATROL CAR?

THE KIDS!

THAT'S WHEN YOU REALIZE YOU'VE BEEN LIVING IN A COMFORTABLE **HAZE**...

...AND THAT YOUR **INACTION** MAY HAVE COST YOU EVERYTHING YOU HOLD DEAR.

WHAT'S GOING ON HERE?

...SEE THINGS LIKE THIS ALL THE TIME. STILL NOT PRETTY...

WE DON'T

OH, JOE!

JULIA!

IS EVERYONE ALL *RIGHT*?

WHAT *HAPPENED*?

WE HAD A **BREAK-IN** LAST NIGHT, JOE.

THEY TOOK **EVERY THING**, THE **TV**, THE NEW **COMPUTER**...

...AND THE STUFF THEY DIDN'T TAKE...

...THEY **DESTROYED**.

THE PLACE IS A **SHAMBLES**, JOE!

WHAT KIND OF MONSTERS WOULD **DO** THIS TO A CHILDREN'S CENTER?

WHAT ARE THE CHANCES THE CULPRITS WILL BE *CAUGHT*, OFFICER?

WELL, WE'VE GOT A COMPLETE LIST OF WHAT WAS TAKEN, MA'AM. BUT FRANKLY, I WOULDN'T GET MY HOPES UP.

WE GET AT LEAST ONE *BREAK-IN* OR *SHOOTING* A NIGHT IN THIS AREA...

...AND WITH THE DEPARTMENT SO *SHORT-HANDED*, WELL...

...THIS TYPE OF MERCHANDISE IS SELDOM RECOVERED

THERE'S ONLY SO MUCH WE CAN DO.

SUCH A *SHAME*, TOO. THIS USED TO BE A *NICE* NEIGHBORHOOD.

WE'LL BE IN TOUCH IF WE FIND OUT ANYTHING.

THAT'S *IT*? THEY STEAL FROM US, VANDALIZE THE CENTER AND GET *AWAY* WITH IT?

THIS ISN'T A *JUNGLE*! WE'RE SUPPOSED TO BE CIVILIZED!

PEOPLE STEPPING ON OTHER PEOPLE, TAKING THEIR THINGS --IT ISN'T *RIGHT*!

SOMEONE OUGHT TO DO SOMETHING!

YEAH. BUT *WHAT*?

DON'T WORRY, MISS TRAINOR!

SPIDER-MAN WILL CATCH THOSE GUYS!

HE WOULDN'T LET THEM GET AWAY.

DAWN.

HE'S BEEN THINKING ABOUT IT ALL NIGHT, AND HE **KNOWS** WHAT HE HAS TO DO.

SEE, JOE **MET** SPIDER-MAN ONCE...

...**FOUGHT** HIM...

...AFTER THE FREAK ACCIDENT THAT GAVE JOE UNCONTROLLABLE SUPERHUMAN STRENGTH!*

*IN AMAZING SPIDER-MAN #38:--DANNY

THE WEB-SLINGER HALTED HIS RAMPAGE. GAVE HIM A SECOND CHANCE AT A NEW LIFE.

AND WHEN HIS BERSERKER FURY **RETURNED** AFTER THE DEATH OF HIS SON...

...IT WAS **CAPTAIN AMERICA** WHO PULLED HIM OUT OF THE ABYSS!*

A PHYSICAL EXAMINATION DETERMINED THAT TRACE ELEMENTS OF THE CHEMICALS THAT GAVE JOE HIS POWERS, COMBINED WITH HIS EMOTIONAL STATE, HAD TRIGGERED A POST-TRAUMATIC STRESS FLASHBACK.

*CAPTAIN AMERICA #246:-- DANNY

THIS CONDITION, IT TURNED OUT, WAS **TREATABLE** WITH MEDICATION.

THE JUDGE WAS SYMPATHETIC.

JOE GOT OFF WITH TIME SERVED, PLUS COMMUNITY SERVICE.

THAT'S HOW HE FOUND HIS TRUE CALLING.

AND JULIA.

THE POWERS ARE LONG **GONE**, LITTLE MORE THAN A FADING MEMORY.

HE'S JUST AN ORDINARY GUY NOW.

AN ORDINARY JOE.

BUT SPIDEY AND CAP CAN'T BE EVERYWHERE.

AND IF JOE DOESN'T TAKE RESPONSIBILITY FOR CLEANING UP HIS OWN NEIGHBORHOOD, WHO WILL?

EARLY MORNING.

MOST HONEST CITIZENS HAVE YET TO VENTURE FROM THE RELATIVE SAFETY OF THEIR HOMES.

BUT THE **CRIMINAL ELEMENT** IS ALREADY OUT IN FORCE.

SETTING UP SHOP ON THE STREET-CORNERS AND IN ALLEYWAYS, READY FOR ANOTHER DAY OF DIRTY DEALING TO GO DOWN.

BUT TODAY, THINGS ARE GOING TO BE A LITTLE DIFFERENT.

HEY...!

TODAY...

...SOMETHING **ELSE** IS GOING TO GO DOWN!

WHAT ARE **YOU** SUPPOSED TO BE?

WHO--OR WHAT--ISN'T IMPORTANT.

I'M JUST A GUY FROM THE NEIGHBORHOOD.

YOU SLIMEBALLS HAVE HAD FREE RUN OF THIS PLACE FOR **FAR** TOO LONG!

THESE ARE **MY** STREETS...

...AND YOU'RE NOT **WELCOME** HERE!

THREE AGAINST ONE.

IF HE STILL HAD THE **POWERS** HE COULD TAKE THEM EASILY.

A CROWD BEGINS TO FORM TO WATCH THE DRAMA PLAY OUT.

MAYBE IF HE NAILS THE LEAD THUG, THE OTHERS WILL **BACK DOWN.**

MAYBE HE'LL GET LUCKY.

AFTER ALL, HE WAS A **BOXER** ...

KRAK

...JUST NOT A VERY GOOD ONE!

SENSING WEAKNESS, THE HOODS MOVE IN FOR THE KILL.

IT WASN'T SUPPOSED TO BE LIKE THIS.

THEY'RE SUPPOSED TO BE **SCARED** OF THE SUIT.

ONLY THEY'RE **NOT** SCARED...

...BUT JOE SUDDENLY IS!

AND THEN, IT HAPPENS.

HEY!

GET AWAY FROM THAT MAN!

THE CROWD MOVES IN, READY AT LAST TO TAKE **ACTION** AGAINST THIS THREAT TO THEIR LIBERTY.

THEY'RE TIRED OF THIS, TOO. TIRED OF LIVING LIKE FRIGHTENED ANIMALS.

ALL THEY'VE BEEN WAITING FOR...

...IS SOMEONE TO SHOW THEM THE WAY!

YOU OKAY, PAL?

YEAH.

EVERYTHING'S OKAY.

AT LEAST...

...I THINK IT **WILL** BE.

HE KNOWS IT'S ONLY A **FLEETING** VICTORY THEY'VE WON, THAT TOMORROW THE GANG WILL BE **BACK**, SAME AS USUAL.

BUT BOY, DOES IT FEEL GOOD.

THAT'S ALL IT TAKES, SOMETIMES. THE NERVE TO STAND UP TO LIFE'S HARSH REALITIES AND FACE THEM DOWN.

THAT'S SOMETHING **ANYONE** CAN DO...

...EVEN IF HE'S JUST A GUY NAMED JOE.

END.

NO SON OF MINE

MANHATTAN. AN APARTMENT IN ONE OF THE CITY'S NUMEROUS HOUSING PROJECTS.

THE PEOPLE WHO LIVE HERE HAVE COME TO EXPECT THE CRIME AND THE VIOLENCE. BUT THEY STILL HAVE HOPE...

...SCRIMPING AND SAVING FOR A BETTER LIFE ONE DAY. IF NOT FOR THEMSELVES, THEN FOR THEIR CHILDREN.

BUT FOR THESE RECENT IMMIGRANTS FROM THE FORMER IRON CURTAIN, THIS DINGY APARTMENT WAS THEIR BETTER LIFE.

THE APARTMENT HAS BEEN ROBBED. I DIDN'T BRING MY MOTHER AND NIECE TO AMERICA TO BE ABUSED.

WHY WOULD ANYONE STEAL FROM US? WE CAME HERE WITH LITTLE MORE THAN THE CLOTHES ON OUR BACKS.

GRANDMOTHER, I'M SCARED.

STANLEE PRESENTS: A TALE OF THE RAMPAGING RHINO!

"I COMMIT A CRIME, AND THE EARTH IS MADE OF GLASS. THERE IS NO SUCH THING AS CONCEALMENT."

--EMERSON

ERIC FEIN	LARRY ALEXANDER	STEVE DUTRO	JOE AGOSTINELLI	DANNY FINGEROTH	TOM DEFALCO
WRITER	ARTIST	LETTERER	COLORIST	EDITOR	CHIEF

I TRIED SO HARD TO MAKE THEM FEEL *SAFE*... TO MAKE THIS CRUDDY LITTLE HOLE FEEL LIKE *HOME*...

I WISH I NEVER AGREED TO COME HERE. ESPECIALLY WITHOUT YOUR FATHER.

PLEASE, MOTHER. YOU KNOW I COULDN'T AFFORD TO BRING THE WHOLE FAMILY OVER AT THE SAME *TIME*.

BUT I PROMISE THAT I WILL BE ABLE TO DO IT IN A FEW MONTHS. I NEED TO PICK UP A FEW MORE *ODD JOBS*.

NO!

ALEXA, WHAT IS WRONG?

THEY TOOK MY *LOCKET*... THE ONE MOTHER GAVE TO ME BEFORE WE LEFT.

I DON'T *LIKE* IT HERE. I WANT TO GO BACK *HOME*.

HUSH, LITTLE ONE. I *WILL* GET YOUR LOCKET BACK.

OH, UNCLE, YOU PROMISE?

I PROMISE.

A SHORT TIME LATER...

MOES

Miller BEER

OPEN

THIS BAR IS A REGULAR HANGOUT FOR SHADEY CHARACTERS.

I SHOULD BE ABLE TO "PERSUADE" THE LOCAL BAD BOYS TO HELP ME CATCH WHOEVER BURGLED THE APARTMENT.

...SO THEN, LOUIE AND I BREAK HIS *OTHER* LEG. AND WOULDN'T YOU KNOW IT, HE SUDDENLY COMES UP WITH THE *MONEY*.

THAT'S A GOOD ONE, JOEY.

HEY, GET A LOAD OF *HIM*.

I'M LOOKING FOR A LOCKET.

I BET YOU ARE, TUBBO. YOU COULD HANG IT OFF YOUR HORN! HA!

YOU THINK THAT'S FUNNY, HUH?

LET ME SHOW YOU WHAT MAKES ME LAUGH!

UNGH...

CRASH

SHOOM

ANYONE ELSE THINK I'M FUNNY...?

I DIDN'T THINK SO.

NOW, ARE YOU GONNA PLAY IT STRAIGHT WITH ME?

LOOK, I DON'T WANT NO TROUBLE. WHY DON'T YOU JUST LEAVE AND WE'LL FORGET THIS EVER HAPPENED.

NO! I WANT ANSWERS! NOW!

WHAM

WHO RIPPED OFF APARTMENT 2-E IN THE BERTRAM PROJECTS?

WELL...? WHAT ABOUT YOU GOONS? YOU HOLDING OUT ON ME?

UH... I DON'T KNOW NUTHIN'... 'CEPT, I SAW SID SERVING DRINKS TO A GUY WHO WAS FLASHING A FANCY NECKLACE...

...SORRY, SID.

I S-SWEAR I DON'T KNOW ANYTHING...!

THAT'S OKAY, YOU LITTLE WEASEL. IF YOU DON'T KNOW NOTHING, THEN YOU WON'T MISS YOUR HEAD.

OH, SWEET MERCY! WAIT!

IT'S SAMMY THE LOOPER. HE'S THE GUY YOU WANT.

HE HANGS OUT AT...

" ... NEON JOE'S POOL HALL."

OKAY BOYS, PREPARE TO PAY UP!

MAN, SAMMY, YOU'VE GOT ALL THE RIGHT MOVES.

YEAH, THAT'S WHY I'M THE BOSS--

WHERE'S SAMMY THE LOOPER?

KA-

BAM!

H-HE'S IN THE BACK ROOM.

CRASH

THANKS.

YOU AND ME ARE GOING TO HAVE A NICE LITTLE TALK. YOU *STOLE* SOMETHING THAT BELONGS TO SOMEONE I CARE ABOUT.

YOU GET ONE CHANCE AND ONE CHANCE *ONLY*. IF YOU GET *CUTE* WITH ME...

...I'LL CRUSH YOUR FACE INTO STRAWBERRY JAM, CAPICE?

A SHORT TIME LATER...

MY LOCKET! OH, UNCLE, YOU ARE WONDERFUL!

I'M *AMAZED* THAT YOU WERE ABLE TO GET IT BACK!

I SEEM TO HAVE A *WAY* WITH PEOPLE.

I'M GOING TO WRITE MOTHER AND FATHER AND TELL THEM ALL THAT HAS HAPPENED.

HERE, MOTHER, WHEN I GOT THE LOCKET BACK, I DEMANDED RESTITUTION FROM THE CRIMINALS.

THERE SHOULD BE ENOUGH MONEY TO BRING THE REST OF THE FAMILY OVER HERE. WE CAN BE *WHOLE* AGAIN.

YOU *STOLE*? THIS IS BLOOD MONEY. I WON'T HAVE ANY PART OF IT OR OF YOU.

B-BUT--

I DIDN'T RAISE YOU TO BREAK THE LAW.

I WAS ONLY TRYING TO DO MY *BEST*.

YOU'RE A THIEF! I WON'T HAVE YOU IN MY HOME. GET OUT!

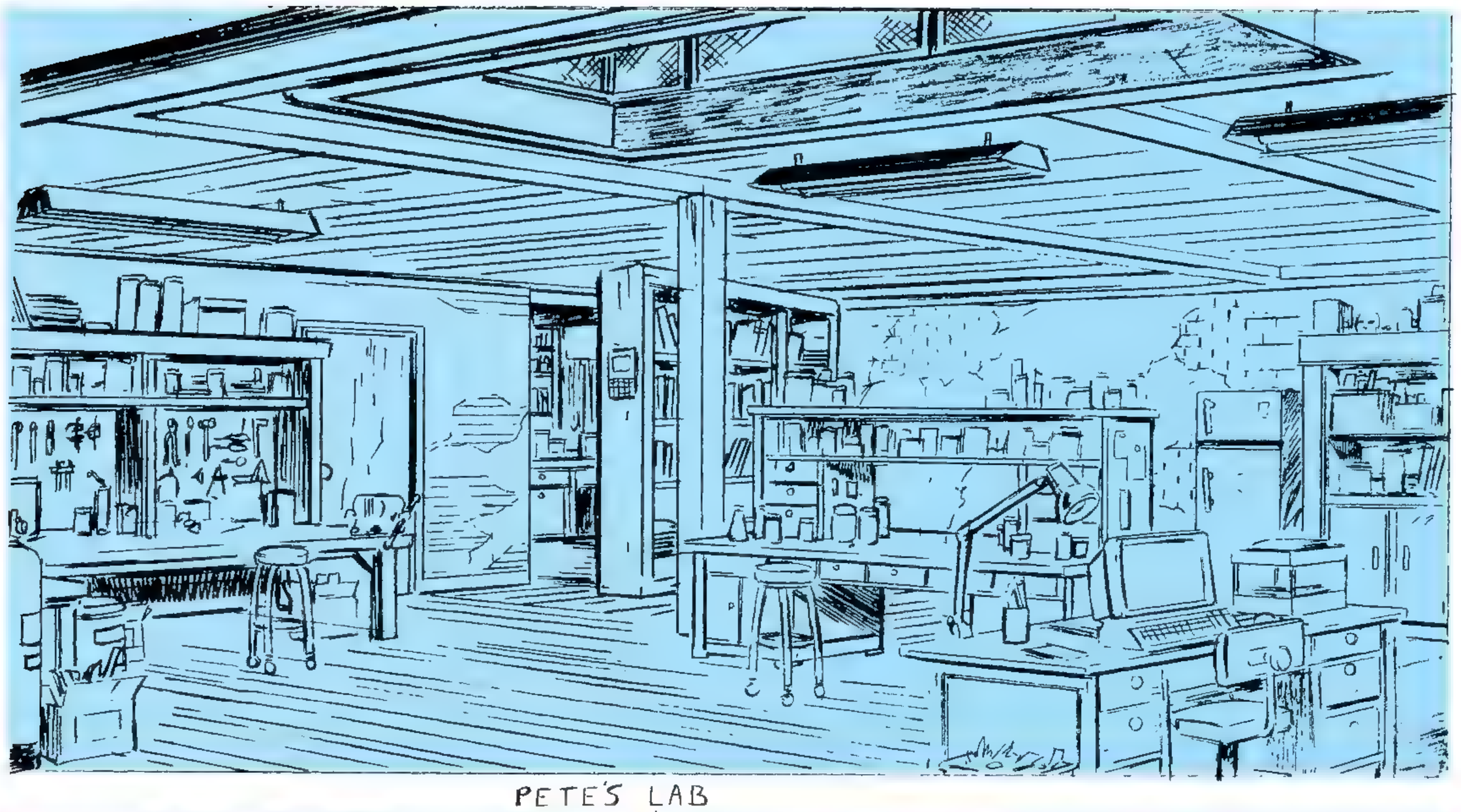
AS LONG AS YOU CONTINUE TO STEAL AND DO GOD ONLY *KNOWS* WHAT ELSE, YOU'LL BE *NO* SON OF MINE!

SLAM

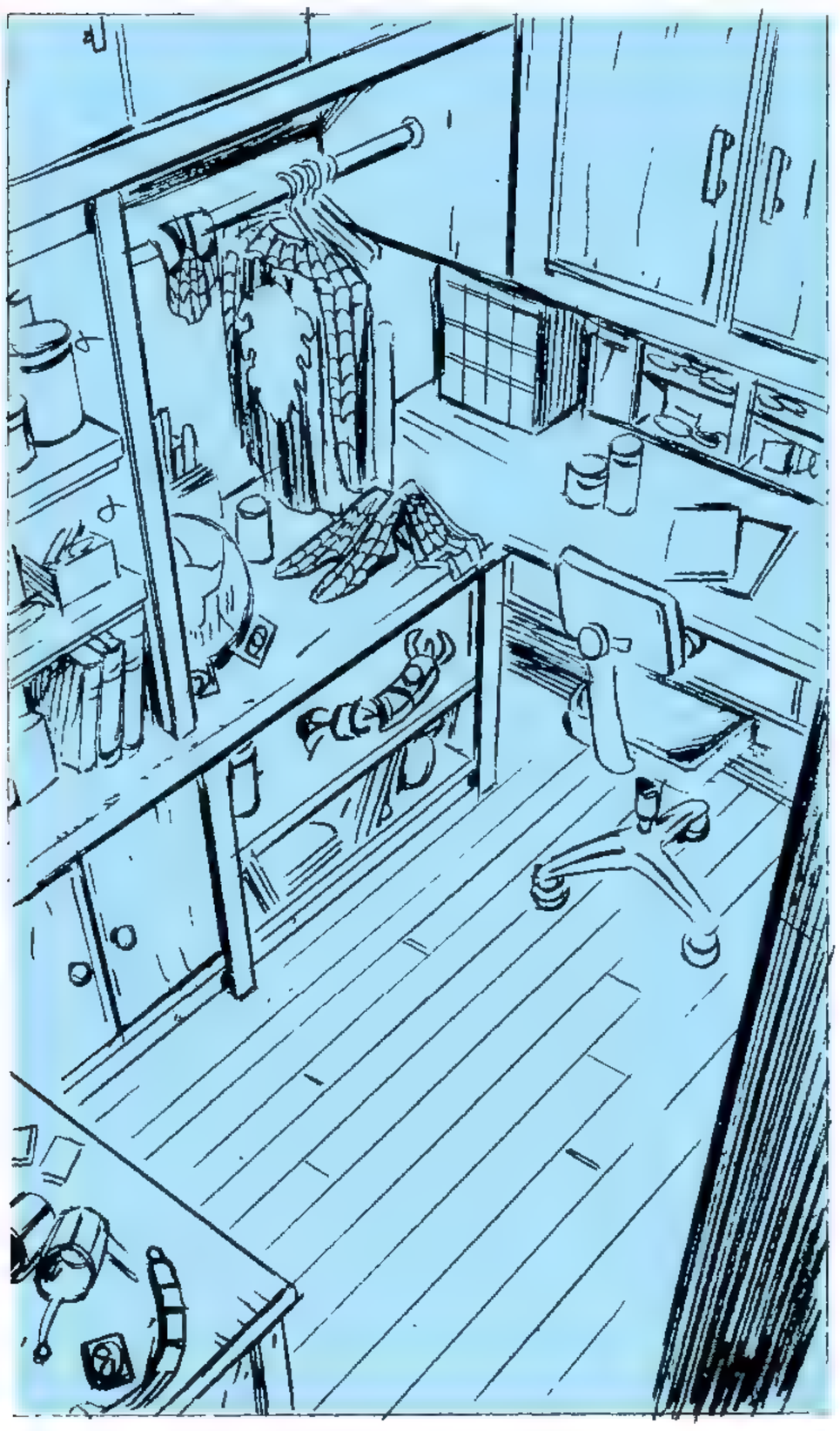
OH, MOMMA... I WAS ONLY TRYING TO MAKE THINGS BETTER...

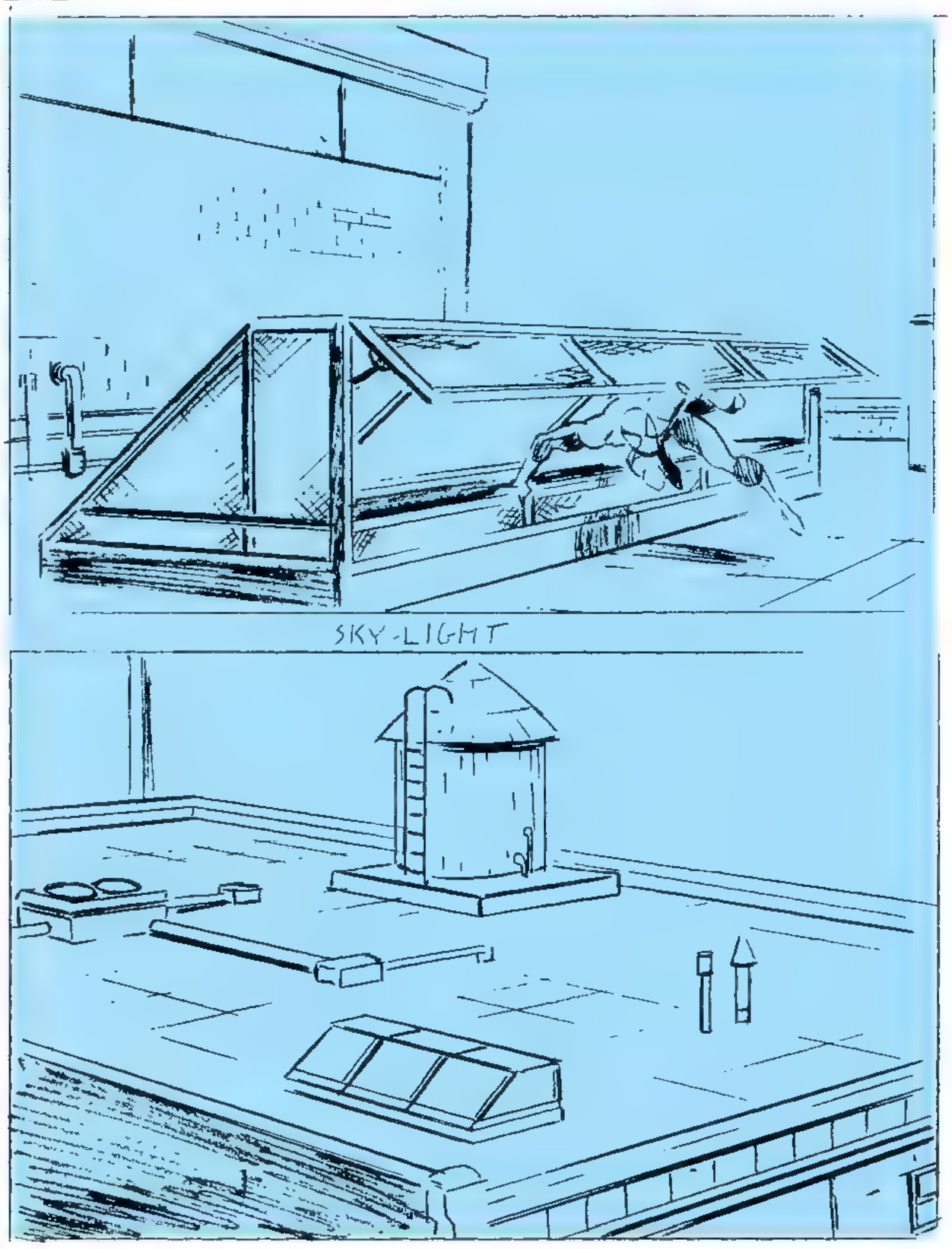
END

Here's the designs done by regular AMAZING SPIDER-MAN penciler Mark Bagley (a fella who's no stranger to architectural drawing as well as comics) for Peter and Mary Jane's new apartment, first seen in AMAZING #386.



PETE'S LAB

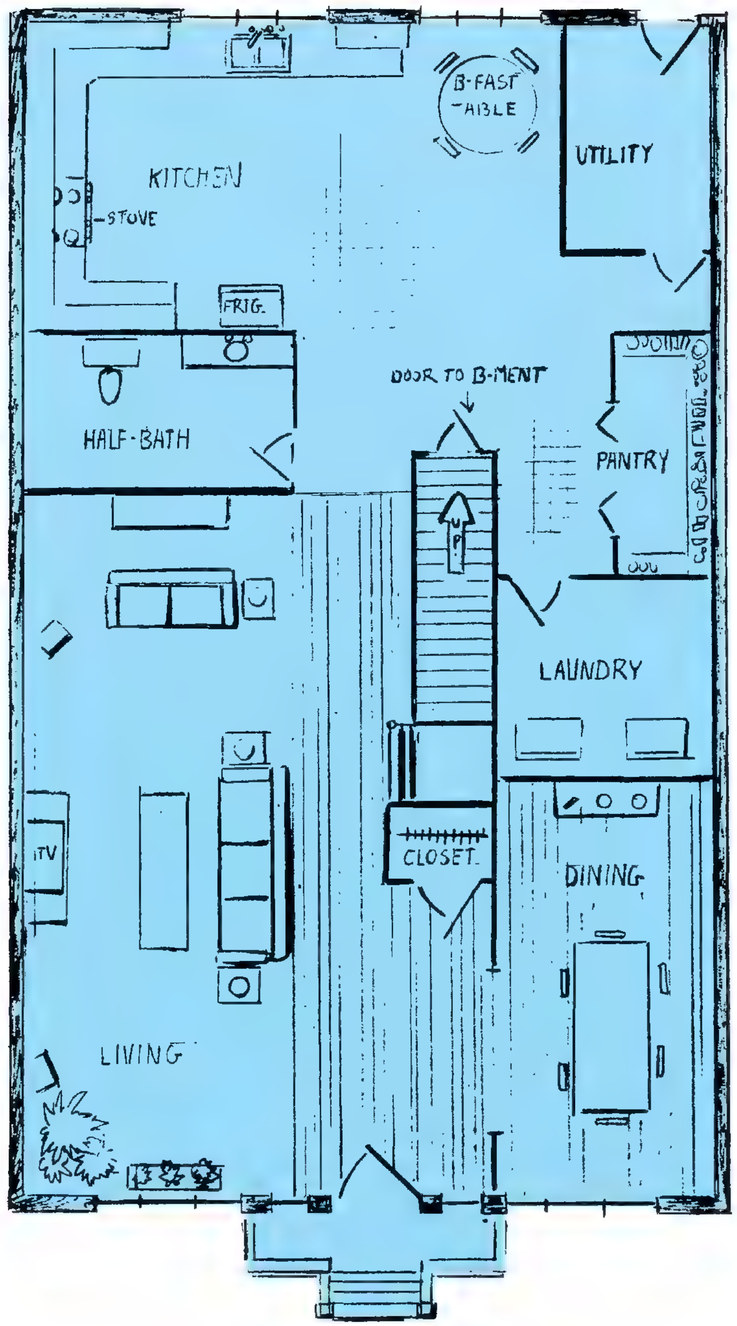




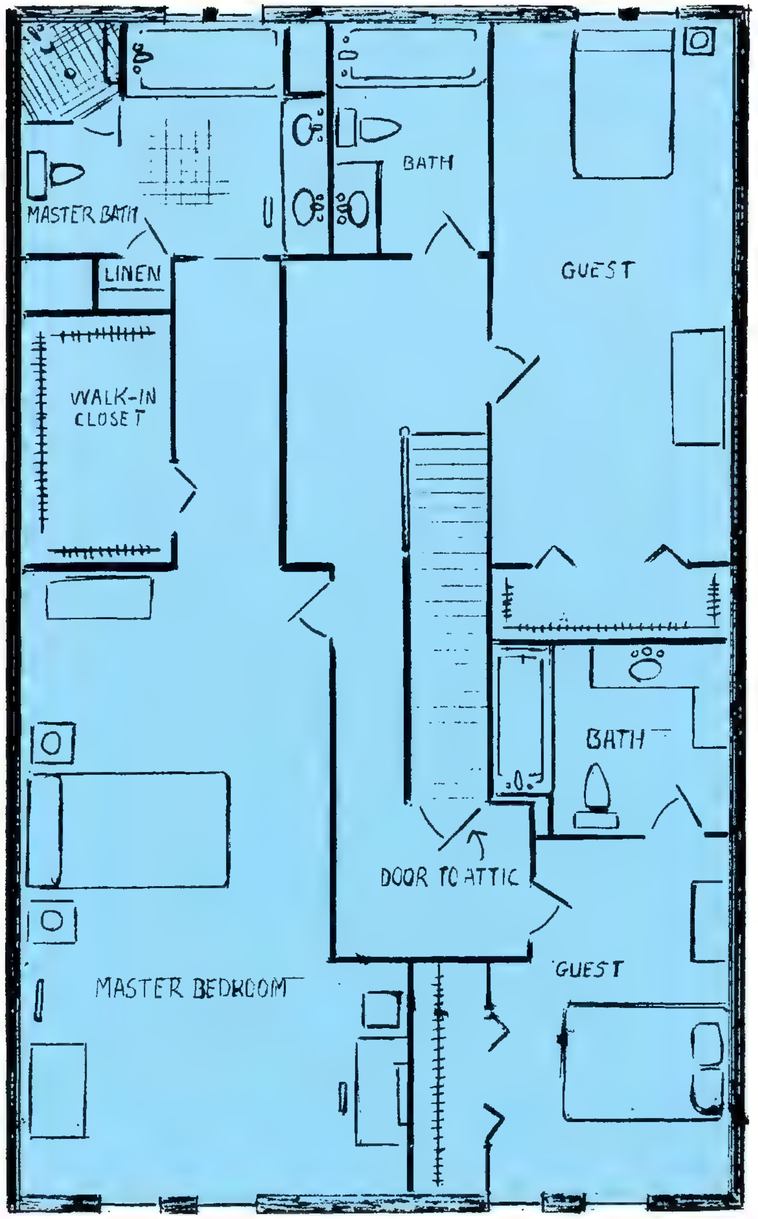
SKY-LIGHT

SECRET ROOM

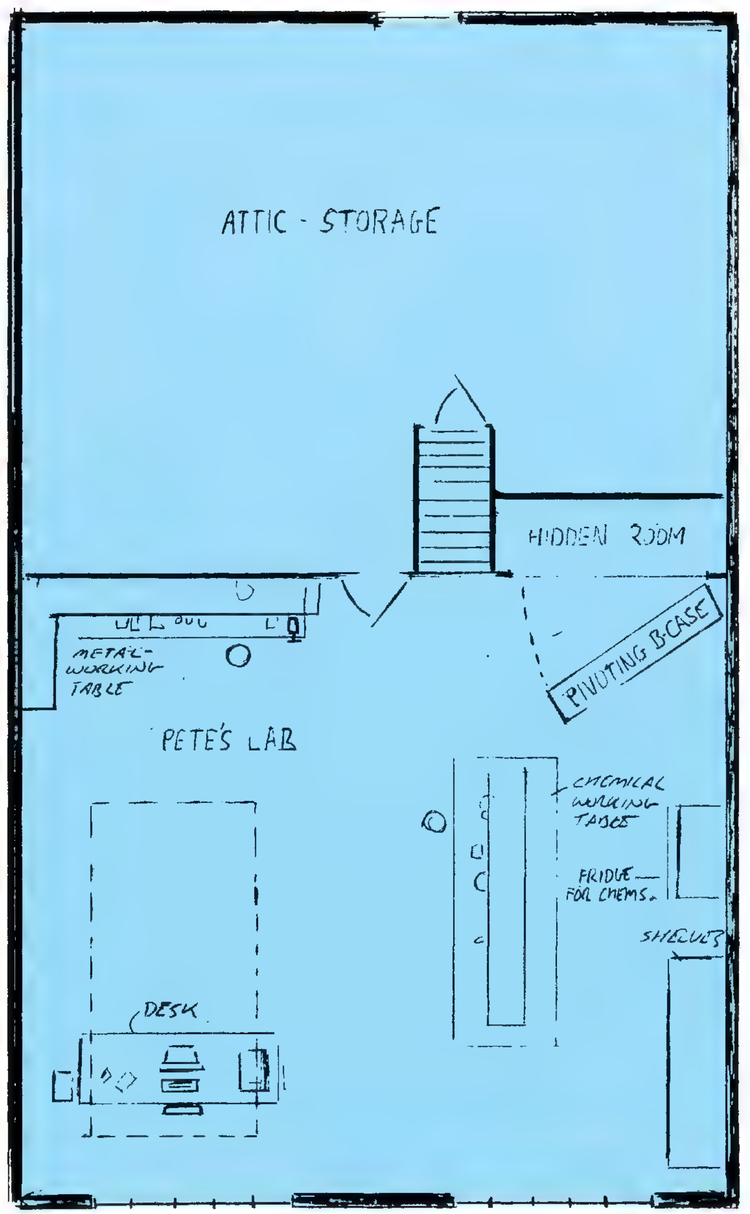
1ST


B-FAST TABLE
KITCHEN
STOVE
UTILITY
FRIG.
DOOR TO B-MENT
HALF-BATH
PANTRY
LAUNDRY
CLOSET
DINING
TV
LIVING

2ND


MASTER BATH
BATH
LINEN
GUEST
WALK-IN CLOSET
BATH
DOOR TO ATTIC
MASTER BEDROOM
GUEST

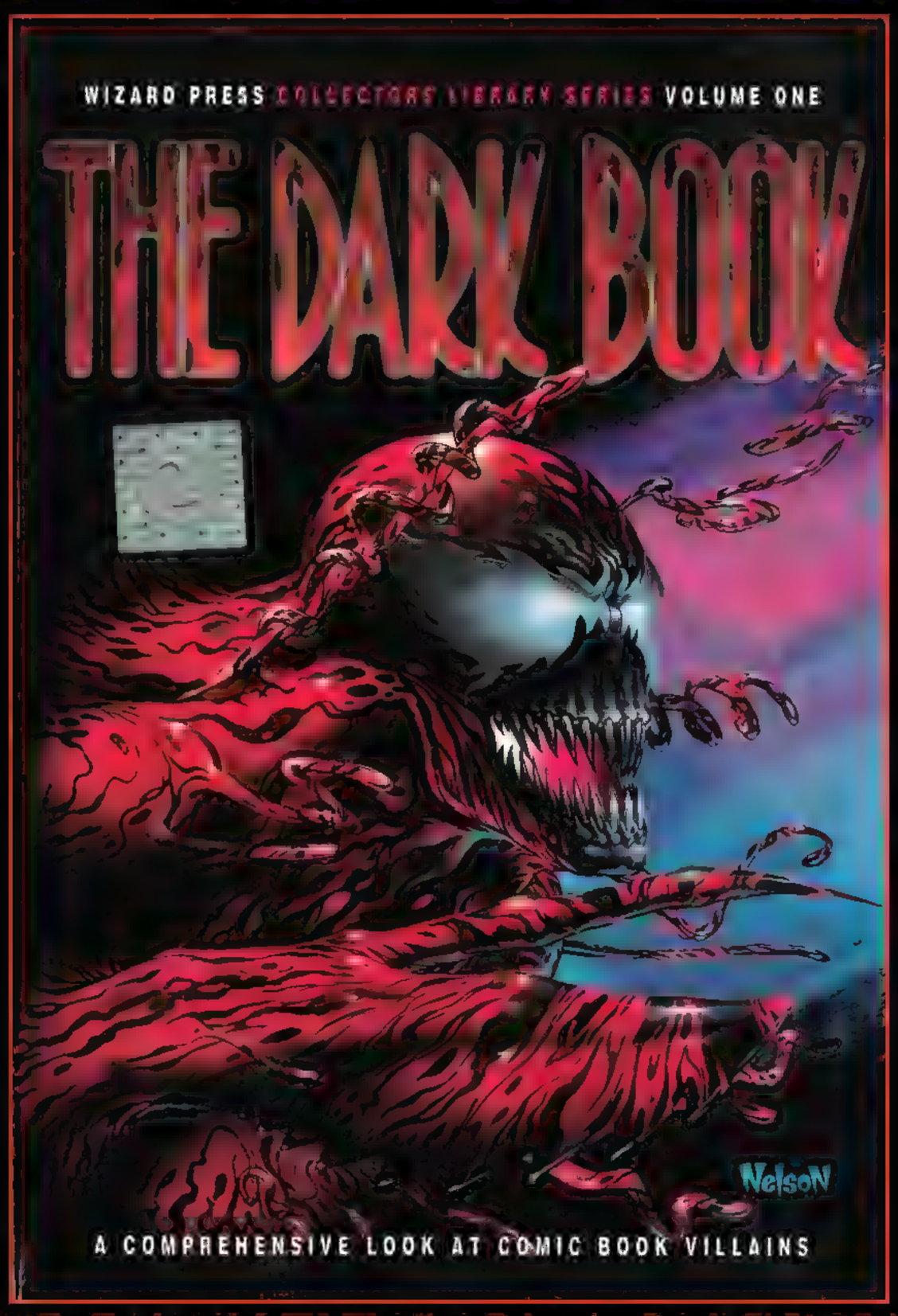
3RD


ATTIC - STORAGE
HIDDEN ROOM
METAL-WORKING TABLE
PIVOTING B-CASE
PETE'S LAB
CHEMICAL WORKING TABLES
FRIDGE FOR CHEMS.
SHELVES
DESK

Here's Mark Bagley's sketch of the newer, deadlier look for everyone's favorite flying fiend, the Vulture! This new outfit and arsenal made its debut in AMAZING SPIDER-MAN #387!

AMAZING SPIDER-MAN #388 DELUXE FOIL VARIANT BY MARK BAGLEY & RANDY EMBERLIN

AMAZING SPIDER-MAN #390 GOLD VARIANT BY MARK BAGLEY & RANDY EMBERLIN



WIZARD: THE DARK BOOK COVER BY NELSON DECASTRO

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THE MOST CATACLYSMIC EVENTS OF SPIDER-MAN'S LIFE BEGIN IN THIS ISSUE!

the AMAZING SPIDER-MAN®

IT ALL STARTS WITH THE VULTURE'S ULTIMATE REVENGE!

BAGLEY + R.C. '93

DO NOT MISS

LIFETHEFT

PART ONE

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THE WINGS OF AGE!

AAAGHH!

WHA

DAVID MICHELINIE
SCRIPT

MARK BAGLEY
PENCILER

RANDY EMBERLIN
INKER

PARKER & SHARPE
LETTERING

BOB SHAREN
COLOR

DANNY FINGEROTH
EDITOR

TOM DeFALCO, EDITOR IN CHIEF

GOOD! TRACTOR BEAM WORKS ON METAL *BARS* AS EFFICIENTLY AS IT DID ON THAT GUARD'S BADGE AND BELT BUCKLE!

MY ORIGINAL VULTURE WINGS RESULTED FROM MY MASTERY OF ELECTROMAGNETIC FORCE, WHILE *THESE* ARE MERELY TINKERED TOGETHER FROM SHEETS AND BED SLATS!

I DON'T EVEN KNOW IF THEY'LL WORK!

BUT *ALARMS* ARE SOUNDING ALREADY!

HAVE TO HURRY!

BUT IT APPEARS THAT IT'S TIME TO--

-- FIND OUT!

YESSS! I'M FREE!

FREE--

--eh? BLASTED IMPORTS!

SPZZT

KRZZK

STARTING TO LOSE ALTITUDE! WHERE'S THE BOAT--?

Ah!

IT'S ABOUT TIME!

I WAS BEGINNING TO FEAR THAT THE *TRUSTEE* I BRIBED *LIED* ABOUT HIRING YOU!

DON'T SWEAT IT, MAN, WE'LL DO *OUR* BIT!

BUT WE WANT OUR *MONEY* AS SOON AS WE REACH JERSEY!

YEAH, WE KNOW YOU GOT THE CANCER, BAD!

WE DON'T WANT YOU *CROAKIN'* 'FORE WE GET OUR GREEN!

YOU NEEDN'T BE CONCERNED!

WHEN I *WANTED* TO DIE, SPIDER-MAN WOULDN'T LET ME! SO INSTEAD, I'VE DECIDED TO LIVE...

...FOREVER!

WHILE AT THAT MOMENT, AT THE FOREST HILLS RESIDENCE OF MAY PARKER...

THANKS FOR COMIN', MR. PARKER! I THOUGHT *SOMEONE* SHOULD KNOW WHAT'S GOIN' ON!

MR. SCUDDER! *YOU* ASKED PETER TO VISIT?

SORRY, MA'AM. I KNOW YOU HIRED ME TO INVESTIGATE YOUR BROTHER-IN-LAW AND HIS WIFE, BUT--

WHAT?!

THAT'S RIGHT. AND THEY CHECKED OUT A-OKAY. BUT MS. PARKER HERE INSISTED I KEEP TRYIN'!

LAST NIGHT WHEN I HAD 'EM UNDER SURVEILLANCE, THE *COPS* ROUSTED ME!

I'M *THROUGH!*

AUNT MAY? YOU HAD MOM AND DAD *FOLLOWED*?!

B-BUT, PETER DEAR--

--I DON'T THINK THEY *ARE* YOUR PARENTS!

IF YA ASK ME, THE LADY NEEDS *PROFESSIONAL* HELP. HAD ME A GRANDMA GOT ALZHEIMER'S BACK IN '86!

IT AIN'T PRETTY.

I DON'T UNDERSTAND, AUNT MAY!

I WAS JUST TRYING TO PROTECT *YOU*, PETER!

BUT RICHARD AND MARY?

HOW *COULD* YOU?

I...

WHY, PETER! WE DIDN'T KNOW YOU'D BE HERE!

WHAT A NICE SURPRISE!

HI, MOM, DAD.

GUESS THIS IS JUST A *NIGHT* FOR THE UNEXPECTED!

CAN YOU STAY FOR A GAME OF "PICTIONARY"? YOUR MOM'S GETTIN' PRETTY GOOD AT STICK FIGURES!

uhhh...

...MAYBE NEXT TIME. I'D BETTER HEAD HOME.

I'VE GOT SOME THINGS TO THINK ABOUT.

"ALZHEIMER'S"? BUT AUNT MAY HAS ALWAYS BEEN SO SHARP!

OH, MAN, I DON'T NEED THIS!

HE HOPES THE RUSH OF COOL NIGHT AIR WILL LIGHTEN HIS SOUL. HE THINKS HE'LL FEEL BETTER IF HE RETURNS TO MANHATTAN AS--

the AMAZING SPIDER-MAN

HE'S WRONG.

THE NEXT MORNING, AT AN UPPER EAST SIDE BROWNSTONE...

OKAY MARY JANE--

--I'M ALL SET!

LET 'ER RIP!

UPSTAIRS.

HERE GOES, PETER! THE HIDDEN LOCK'S ALREADY DISCONNECTED! I'M SWINGING THE BOOKCASE OPEN--

--NOW!

PLEEP

=GGHK=

--GHEEEKYYAAAAGH!

OOO!
EEEG!
YOWTCH!
RAAR
≥WHEW≤ I RIGGED THIS ALARM SYSTEM WITH THE SAME TECHNOLOGY AS MY TRACERS!
IT'S SUPPOSED TO TRIGGER MY SPIDER-SENSE!
BIP BIP BIP
BUT I GUESS I'D BETTER SET THE INTENSITY A LITTLE LOWER! ≥Heh≤
'FRAID YOU'LL HAVE TO DO IT WITHOUT YOUR LOYAL "HELPER," HON.
I'VE GOT THAT DARN MALL SHOW TO PROMOTE MY SOAP OPERA TO DO!
PRETTY GLAM-OROUS, HUH?
COME ON, SWEETHEART, YOUR ACTING CAREER WILL GET BACK ON TRACK SOON!
YEAH. I GUESS.
GONNA DO SOME MORE UN-PACKING WHILE I'M GONE?
CAN'T. I HAVE TO GO TO THE UNIVERSITY FOR A WHILE.
THERE'S... SOMETHING I NEED TO CHECK INTO.

AND SOON, AT THE CAMPUS OF EMPIRE STATE UNIVERSITY...

...IN THE OFFICE OF DR. BENITA SANCHEZ...

I'VE READ ABOUT YOUR WORK, DOCTOR. YOUR "JUVENATOR" RESEARCH IS THE TALK OF THE SCIENTIFIC COMMUNITY!

THAT'S WHY I CAME TO YOU: YOU'RE TOPS IN THE FIELD OF HUMAN AGING, AND...

...ITS EFFECTS.

I'M NO MYSTIC, PETER. I CAN'T DIAGNOSE A PATIENT I HAVEN'T SEEN.

BUT FROM WHAT YOU DESCRIBE--

--I CAN'T RULE OUT THE POSSIBILITY OF ALZHEIMER'S DISEASE.

I...I WAS AFRAID YOU'D SAY THAT...

WHY DON'T YOU BRING YOUR AUNT TO SEE ME?

I'LL RUN SOME TESTS.

S-SURE, DOC. THANKS.

PROFESSOR SWANN SPEAKS HIGHLY OF YOU. I'M GLAD TO HELP.

I REALLY APPRE-CIATE--HEY, IS THAT THE *JUVENATOR* MECHANISM?

WHY, YES. IT'S COMPLETELY EXPERIMENTAL, BUT SHOWS GREAT PROMISE. IT WAS DESIGNED TO TAKE *LIFE ENERGY* FROM ONE SOURCE AND TRANSFER IT TO ANOTHER.

IN THEORY, THAT COULD *REVERSE* THE AGING PROCESS, RENEWING CELL STRUCTURE AND EVEN ELIMINATING DISEASE!

OF COURSE, WE CAN'T GO AROUND TAKING *HUMAN* LIFE FORCE--

--SO I'M CONCENTRATING ON DEVELOPING AN *ARTIFICIAL* ALTERNATIVE.

BUT SPEAKING OF WORK, I'D BETTER GET *BACK* TO IT!

THANKS AGAIN, DR. SANCHEZ.

GUESS I SHOULD CALL MARY JANE...LET HER KNOW WHAT'S GOING--

--THE ANSWERING MACHINE? OH, YEAH-- THAT *MALL* SHOW!

NUTS! I COULD REALLY USE MJ's ADVICE--

--AND SUPPORT!

I'VE A FEELING BAD TIMES MAY BE ON THE WAY.

AUNT MAY'S... SITUATION... HAS MADE ME THINK ABOUT FAMILY LATELY, AND ABOUT TRUST.

AUNT MAY DOESN'T TRUST MOM AND DAD, DOESN'T BELIEVE IN THEM.

BUT I DO BELIEVE IN THEM, I NEED TO BELIEVE IN THEM. QUESTION IS, DO I BELIEVE ENOUGH TO FINALLY SHARE MY GREATEST SECRET--

--THAT I'M SPIDER-MAN!

WHA--? SPIDER-SENSE TINGLING LIKE CRAZY! THERE'S SOMETHING DANGEROUS--

--IN DR. SANCHEZ'S LAB!

BUT WHILE PETER PARKER MAKES A SWIFT CHANGE TO RED-AND-BLUE...

...AT A LONG ISLAND SHOPPING MALL --

RET HOSPITAL

--HIS WIFE IS MERELY BLUE!

I'M AN ACTRESS, BLAST IT, NOT A PITCHMAN!

THIS IS HUMILIATING--

--HAVING TO SELL MYSELF DIRECTLY TO THE PUBLIC!

MJ

'SCUSE ME. GOT SOMETHIN' TA ASK YA.

YOU WANT AN AUTOGRAPH?

NAH. WANNA KNOW WHY YOU DUMPED TROY! IF HE WAS MINE... I'D TREAT 'IM RIGHT!

UHHH, ACTUALLY, THOSE ARE JUST CHARACTERS. YOU SEE, "SECRET HOSPITAL" MAY SEEM REAL, BUT--

LIAR!

YOU ROUND-HEELED TROLLOPS ARE ALL ALIKE!

N-NOW, WAIT JUST A MINUTE--!

TROY'S GONNA THANK ME FER THIS...!

OH, MY GOD!

KRAK KRAK KRAK

LOOK OUT!

YOU OKAY, MA'AM?

SHE...SHE TRIED TO KILL ME!

GOOD LORD! I-IS THIS WHAT PETER DEALS WITH... EVERY DAY?

SH-SHE REALLY TRIED TO KILL ME!

EMPIRE STATE UNIVERSITY.

I READ ABOUT YOUR RESEARCH IN THE PRISON LIBRARY, DR. SANCHEZ. THAT'S WHY I ESCAPED, WHY I CAME ***HERE!***

FROM WHAT I UNDERSTAND, ALL ONE NEED DO IS WEAR THESE ***TRANSFER GAUNTLETS*** THEN TOUCH SOMETHING LIVING --

--AND THAT CREATURE'S LIFE, ITS ***YOUTH,*** BECOMES THE WIELDERS! CORRECT?

I-IN THEORY, YES! BUT IT HASN'T BEEN TESTED ON ***HUMANS*** YET! THERE COULD BE ADVERSE EFFECTS!

THE SUBJECT DONOR COULD BE RENDERED OLD INSTANTLY, OR EVEN KILLED!

I-IT NEEDS A LOT MORE ***TESTING!***

THEN BY ALL MEANS, DOCTOR...LET THE TESTS ***BEGIN!***

TESTS? YOU GOTTA BE ***KIDDING!***

EH--?

YOU COULDN'T PASS **GO** IN "MONOPOLY" WITHOUT **CHEATING!**

YOU!

IT'S ALWAYS **YOU!**

YOU KEPT ME FROM A NOBLE DEATH, CURSED ME TO MORE DAYS OF MISERY IN THIS DISEASED-SAVAGED BODY!

I DON'T FORGIVE YOU, WEB-SLINGER, BUT I DO PROMISE--

--TO MAKE **YOUR** DEMISE MERCIFULLY **SWIFT!**

WHOA!

GOTTA STAY ON MY TOES! SENIOR CITIZEN OR NOT--

--THE VULTURE IS ONE **LETHAL FOE!**

AND SMART, TOO!

HE PURPOSELY MOVED THE FIGHT OUTDOORS--

--WHERE THE OPEN SPACES LET HIM TAKE FULL ADVANTAGE OF HIS ARTIFICIAL WINGS !

SPIDER-SENSE BARELY WARNED ME IN TIME !

THWIP

PWIIIISH

YOWK!

--MISSED! KEEP UNDERESTIMATING HIS SKILLS !

GOTTA WRAP HIM UP TIGHT BEFORE--

L-LIKE SO--!

YOU WON'T ESCAPE VENGEANCE *THAT* EASILY, WALLCRAWLER ! IN FACT--

--YOU WON'T ESCAPE AT ALL!

?!?

WHOOOONF--!

;HRNK!< K-KEEPS CHANGING DIRECTION! HARD TO GET ORIENTED, CAN'T GET A BEAD ON HIM!

BUT I HAVE TO PULL LOOSE, GET AWAY, OR I'M--

--DOOMED?

MUST'VE SOUPED-UP HIS POWER PACK...OR MAYBE HE'S JUST RUNNING ON ADRENALINE!

BUT HE'S *FASTER*, MORE *AGILE* THAN EVER BEFORE!

SPAKASH

BANZAI

WELL...AT LEAST HE PICKED... A SAFE BATTLEGROUND!

TH-THESE ARE THE DESERTED BUILDINGS... THE *HULK* AND I WRECKED... A FEW DAYS AGO!*

* IN AMAZING #382. --DANNY

NO ONE SHOULD GET HURT...EXCEPT *ME*, OF COURSE--

--WAITAMINIT! I--I WAS DOWN!

SO WHY AREN'T I *DEAD*?!

AW, GEEZ.

THE ONLY THING VULTURE WOULD WANT MORE THAN KILLING *ME* IS TO BECOME YOUNG AGAIN--

--AND *THEN* KILL ME!

AND THE ONLY WAY HE CAN BECOME YOUNG IS--

--OH, LORD! DR. SANCHEZ!

THAT WAS SMART, DOCTOR-- CALLING *CAMPUS SECURITY* WHEN YOU WERE LEFT ALONE!

NOT THAT IT *MATTERED* IN THE LEAST!

IN FACT, THE GUARDS' UNCONSCIOUS FORMS MAY EVEN PROVE USEFUL. I MIGHT TRY THESE JUVENATOR GAUNTLETS ON *THEM*...

...IF *YOUR* LIFE FORCE ISN'T ENOUGH!

M-MADRE DE DIOS--!

LEAVE HER ALONE!

WHA--?

OKAY, LET ME PUT IT *THIS*, WAY!

WHOK

AND *THIS!*

CHUD

YOU OKAY, MA'AM?

MY... M-MY CHEST... !

YOU'RE HAVING A *HEART ATTACK--?!*

OH ! N-NO, IT'S JUST THE EXCITEMENT ! I-I'M SORRY, SPIDER-MAN.

I'LL BE --

MINE!

AGH! S-SO FOCUSED ON DR. SANCHEZ, I IGNORED MY SPIDER-SENSE! M-MUSCLES LOCKING UP--!

--THE VULTURE!

WHY SETTLE FOR A SCIENTIST WHEN I CAN HAVE A SUPER-BEING INSTEAD ?!

NOW, SPIDER-MAN, YOUR ENERGY, YOUR ESSENCE, YOUR VERY YOUTH WILL BELONG TO--

NEXT ISSUE:

VULTURE TRIUMPHANT

AND SPIDER-MAN LIKE YOU'VE NEVER SEEN HIM BEFORE! THE BIG CHANGE HAPPENS IN THIRTY DAYS! PLUS: SPIDEY REVEALS HIS SECRET IDENTITY TO HIS PARENTS!

BE HERE!

MARVEL® Comics

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INSIDE: THE MOST *SHOCKING* TURNING POINT IN THE SAGA OF *PETER'S PARENTS!*

the AMAZING SPIDER-MAN®

SPIDEY-- DRAINED OF HIS YOUTH! AND LOOK WHO'S GOT IT: THE™ VULTURE!

LIFETHEFT

PART TWO

BAGLE/ + RC 93

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

--SPIDER-MAN!
"LIFE THEFT" PART 2:
THE THIEF OF YEARS

THE *JUVENATOR* MACHINE PERFORMED JUST AS YOU THEORIZED, DR. SANCHEZ!* ITS TRANSFER GAUNTLETS DRAINED SPIDER-MAN'S LIFE ENERGY--HIS VERY YOUTH AND HEALTH--INTO *ME!* AND NOW...

...SHALL I *KILL* MY FALLEN FOE?

* LAST ISSUE. --DANNY

I THINK NOT.

LET SPIDER-MAN DEAL WITH *INFIRMITY*, THE *BRITTLE BONES* OF AGE! LET HIM KNOW WHAT IT'S LIKE TO HAVE DEATH DRAW *CLOSER* EVERY HOUR!

THAT'S A FATE EVEN MORE *CRUEL* THAN DEATH ITSELF!

NYPD

NYPD

SPIDER-MAN...?

SO...SO TIRED. E-EARS RINGING. LUNGS... FEEL GUMMY.

BUT I HEARD SIRENS! THE POLICE WILL HELP--

NO! C-CAN'T DEAL WITH THEM NOW! NOT LIKE *THIS!*

I REALIZE IT WASN'T YOUR FAULT, DR. SANCHEZ, PLEASE DON'T WORRY!

BUT--!

LOOKS LIKE YA HAD A BIT OF A *RUCKUS*, DOC. YA WANT I SHOULD CLEAN UP?

HNH?

DON'T BE A FOOL! THIS IS AN *EMERGENCY!* GO DOWNSTAIRS AND BRING THE POLICE *IMMEDIATELY!*

YOU *DARE* ORDER ME AROUND LIKE SOME--

--;HEH;--NOW WHAT WAS I THINKIN'? SURE, I'LL DO WHATEVER YA SAY...

OH, MAN! JUST WALL-CRAWLING UP A COUPLE OF STORIES ;PUFF; LEFT ME WINDED!

A-AND MY FACE! IT FEELS LIKE *PARCHMENT!*

IS...IS IT TRUE? H-HAVE I REALLY GROWN...

...OLD?

LIVER SPOTS? LORD, I-I DON'T KNOW WHAT TO DO!

ALL THE TIME I'VE BEEN SPIDER-MAN, I'VE KNOWN I COULD DIE *VIOLENTLY*, IN *COMBAT!* BUT NEVER ONCE DID IT OCCUR TO ME THAT I MIGHT DIE--

--OF *OLD AGE!*

HOME!

YEAH! GET *HOME!*

THINK BETTER *THERE!*

OW! PULLED A MUSCLE!

A-AND I HAVEN'T EVEN GONE A *BLOCK* YET!

THIS IS GONNA BE A LONG TRIP...!

ACROSS TOWN.

THIS IS *WONDERFUL!* TWO DOZEN LOOP-THE-LOOPS--

--AND I'M NOT EVEN *BREATHING HARD!*

IT'S BEEN *YEARS* SINCE I COULD EXECUTE MANEUVERS LIKE THAT!

THINGS HAVE CHANGED-- AND THEY'RE GOING TO CHANGE *MORE!*

OF ALL MY SECRET HIDEOUTS IN THE NORTHEAST, *THIS* IS THE MOST SPECIAL!

IT WAS HERE THAT I DESIGNED A NEW COSTUME, AND A NEW *POWER SOURCE--*

--ONE THAT WON'T CREATE *CANCER* LIKE MY OLD BACK-PACK DID!

WHEN I BUILT THEM, THEY WERE JUST PART OF A DYING MAN'S DREAM!

BUT THAT DREAM HAS BECOME *REALITY!*

A NEW COSTUME, A NEW LOOK, WILL SYMBOL-IZE THE GLORY OF THE NEW *VULTURE!*

NOTHING CAN STOP ME NOW!

"NOTHING!"

WHILE AT A FASHIONABLE BROWNSTONE SOME BLOCKS AWAY...

=WHEW=

G-GUESS I'LL HAFTA =PANT PUFF= START TAKIN' =PANT= THE BUS!

IT...ISN'T... FAIR!

PETER!

P-PETER! ARE YOU *HOME?*

UP *HERE,* MARY JANE!

THANK HEAVEN!

LOVE MJ MORE NOW... THAN EVER!

SOMEONE TO TALK TO... TO UNDER-STAND.

SOMEONE WHO CARES ABOUT--

--ME?

D-DON'T COME IN, MARY JANE! I-I'M DEVELOP-ING FILM!

OH, NO! NOT *NOW!*

SOMETHING *BAD* HAPPENED TODAY, SWEETHEART! SOMETHING *REALLY* BAD!

YOU KNOW THAT *PERSONAL APPEARANCE* THE PRODUCERS OF MY SOAP OPERA SET UP? WELL, THERE WAS THIS *FAN*...

PETER, SHE *SHOT* AT ME! WITH A REAL GUN!* I-I KNOW SHE CONFUSED ME FOR THE *CHARACTER* I PLAY, BUT--

*LAST ISSUE. --DANNY

--BLAST IT, I HAVE TO TALK TO *YOU*, PETER, NOT A DOOR! I'M SORRY, BUT--

--YOU'RE SUPPOSED TO *BE* HERE WHEN I NEED YOU!

I NEED *HER* AS MUCH AS SHE NEEDS *ME!* BUT ONE HUG, AND SHE'D KNOW WHAT I'VE *BECOME!*

I *WANT* TO COMFORT HER, BUT SHE'D JUST ADD *MY* WORRIES ON TOP OF HER *OWN!*

I'VE GOTTA FIGURE OUT WHAT TO DO! BUT WITHOUT MARY JANE--

--HUH? *GONE?!*

DARN YOU, PETER PARKER--

--WHO CAN I TURN TO?

MEANWHILE...

BETTER! *MUCH* BETTER!

MY GENIUS WITH ELECTRO-MAGNETISM HELPED CREATE A NEW *COSTUME*, NEW *WEAPONS*--

--BUT IT'S MY *WILL* AND *COURAGE* THAT WILL MAKE THE *NEW VULTURE* A GOD OF THE SKY!

EH? FEEL...HOT! STARTING TO TREMBLE! S-SOME-THING'S *WRO*--

--*AAAGGGHH!*

AT THAT MOMENT, IN QUEENS...

YOUR STOP, PAL. SORRY I HAD TO CHARGE FULL FARE.

BUS STOP

DON'T FORGET YOUR *SENIOR DISCOUNT* CARD NEXT TIME, 'KAY?

UH, YEAH. THANKS.

"SENIOR"!? IT WASN'T THAT LONG AGO THAT I WAS A SENIOR IN *HIGH SCHOOL!*

WATCH IT, GRAMPS! DON'T BLOCK THE SIDEWALK!

GEEZ, DON'T THEY HAVE *HOMES* FER GUYS LIKE YOU?

WHA--?

PEA-BRAINED PUNKS! I SHOULD WIPE THE STREET WITH 'EM! EXCEPT...

...I'M NOT SURE I CAN...

SPIDER-SENSE WARNED ME, BUT I COULDN'T *REACT* IN TIME! TOO SLOW, TOO TIRED!

THERE'S SO MUCH...

...I'VE TAKEN FOR GRANTED.

AND DOES THAT INCLUDE *AUNT MAY*? HAVE I DISMISSED HER FEARS THAT MY *PARENTS* ARE IMPOSTORS--

--SIMPLY BECAUSE SHE'S *OLD*?

HAS PREJUDICE COLORED MY JUDGEMENT?

MAYBE IF I TALK TO HER SOME MORE, I CAN--

--NO! WHAT WAS I THINKING? MUCH AS I WANT TO, NEED TO, I *CAN'T* TALK WITH MAY!

SEEING ME LIKE *THIS* COULD GIVE HER A HEART ATTACK!

AHG

HMM? IS SOMEONE THERE?

HELLO?

--WRONG!

GHRANCH

WH-WHAT'S HAPPENING? I FEEL HOT, S-STARTING TO TREMBLE! WHY?

I CAN'T *TAKE* THIS ANY-MORE!

CAN'T TAKE ANYTHING ELSE GOING--

HUH? BROKE THAT POLE WITH ONE PUNCH! BUT I WAS SO WEAK! I--

--"WAS"?

IT'S TRUE! LOOK AT MY HANDS! I'M BACK TO NORMAL!

THE JUVENATOR EFFECT MUST HAVE BEEN ONLY *TEMPORARY!*

BUT IF *MY* CHANGE HAS REVERSED, WHAT ABOUT--

--*THE VULTURE?!*

OLD!

I'M OLD AGAIN!

ANNOYING, YES, BUT NOT ALTOGETHER *UNEXPECTED!*

WHO--*YOU*? I SAW YOU AT THE UNIVERSITY, DIDN'T I?

BUT HOW COULD YOU KNOW I WAS *HERE*?

THERE'S VERY LITTLE IN THIS TOWN I *DON'T* KNOW.

PERHAPS I CAN HELP YOU.

FAH! HOW COULD *YOU* POSSIBLY HELP *ME*? YOU'RE NOTHING BUT A BROOM-PUSHER!

OH, NO, MR. TOOMES. I'M MORE THAN THAT.

VERY, VERY *MUCH* MORE...!

EMPIRE STATE UNIVERSITY, ALMOST AN HOUR LATER.

"WASTED TIME TRYING TO CALL DR. SANCHEZ!

"SHE DIDN'T ANSWER, AND NOW I SEE WHY!

"SOMEONE'S TRYING TO *STEAL* THE JUVENATOR!"

PUT IT BACK, BOYS! THERE'S A *WORD* FOR WHAT YOU'RE DOING!

CAN YOU SAY, "*ROBBERY*"?

TRY "DOIN' OUR JOB," PAL!

YEAH, DOC SANCHEZ *AUTHORIZED* THIS TRANSFER!

SHE DID? BUT WHY--

--UH-OH! SPIDER-SENSE TINGLING!

YOWK! THE VULTURE!

SPYANNG!

AT LEAST, I *THINK* IT IS--!

SPYANNG!!

KEEP WORKING, OR I'LL TURN MY ELECTROMAGNETIC BOLT GUN ON *YOU!*

Y-YESSIR!

SPYANNG!

THAT'S THE VULTURE, ALL RIGHT! BUT HE'S GOT NEW DUDS--

--AND A SIDEARM THAT CAN BLAST THROUGH *METAL!*

YOU SHOULD HAVE LET ME DIE WHEN I *WANTED* TO, WALL-CRAWLER!*

*SPEC. SPIDEY #188. --D.

YOU'RE A FOOL!

BWAASHK!

HEY, STICKS AND GUNS MAY BRUISE MY BUNS--

--BUT *UN-CONSCIOUS GUYS* WILL NEVER HURT ME!

BWAM!

AND THE TRUCK WITH THE JUVENATOR'S PULLING AWAY!

CAN'T GO AFTER IT NOW--

SPING

--BUT A SPIDER-TRACER SHOULD HELP ME FIND IT LATER!

WHOA! NEW HELMET MUST ABSORB IMPACT!

HE'S STILL KICKING!

WHAUGH!

BUT NOW--

--IT'S JUST ME--

--AND THE VUL--

THAT'S WHAT I GET... FOR SPLITTING MY ATTENTION!

EEEEEEE!

SCREAM FROM DR. SANCHEZ'S LAB!

NUTS! HATE LETTING THE VULTURE GO, BUT IF SOMEONE'S IN *DANGER...!*

DR. SANCHEZ?

NO! DR.--

--SANCHEZES?!?

YOUR TECHNICAL ASSISTANCE COULD HAVE PROVEN VALUABLE, DOCTOR!

BUT NOT IF I DON'T GET AWAY! THEREFORE...

...AU REVOIR!

KREEESH

DARN! OTHER ONE FIGURED I'D GO AFTER *THIS* ONE!

AAAEEEEE--

THWIP

--ERK!

OONF!

SORRY 'BOUT THAT, DOC!

B-BETTER "OONF"... TH-THAN "*SPLAT*"!!

SHE'S GONE! JUST LIKE THE JUVENATOR!

WITHOUT ME, IT'LL TAKE *HOURS* TO GET IT WORKING!

BUT IF THEY COME *BACK*--!

POLICE ARE ON THE WAY! I'LL BE FINE!

GO! *FIND* THE JUVENATOR!

DOC, YOU CAN COUNT ON IT!

HOWEVER, MOMENTS LATER, AFTER THE POLICE HAVE TAKEN THE DOCTOR TO SAFETY...

I HAVE AN UNSETTLING IDEA WHO THE *BOGUS* SANCHEZ WAS! BUT THAT TRUCK WITH THE TRACER IS OUT OF RANGE OF MY SPIDER-SENSE!

FORTUNATELY, I CAUGHT THE LICENSE NUMBER, WHICH LEAVES ME--

"--ANOTHER *OPTION!*"

DAILY

YOU'RE RIGHT, PETER--

--AS A CRIME REPORTER, I HAVE CONTACTS AT THE N.Y.P.D. I COULD CALL IN SOME FAVORS, GET THAT NUMBER TRACED FOR YOU.

BUT IT'LL TAKE TIME. SURE YOU DON'T WANT TO TELL ME *WHY* YOU NEED IT?

SORRY, BEN. CONFIDENTIAL. AND THANKS.

I'LL BE BACK FOR THE INFO IN A LITTLE WHILE.

AFTER I DO SOMETHING I *SHOULD* HAVE DONE LONG AGO!

LATER; THE FOREST HILLS HOME OF MAY PARKER.

TRUST ME, RICHARD-- A SPORT COAT IS FINE!

I SUPPOSE YOU'RE RIGHT, MARY. AFTER ALL, THE RECEPTION ISN'T A FORMAL--

AHEM

WHA--?

WHO--?

SPIDER-MAN?

H-H-HERE?!?

PLEASE! DON'T BE AFRAID! IT'S JUST THAT...

...I HAVE SOMETHING TO TELL YOU.

I DON'T UNDER-STAND--!

A LOT'S HAPPENED LATELY. AND I'VE LEARNED THAT LIFE IS TOO PRECIOUS, TOO SHORT, NOT TO SHARE IT WITH THE ONES YOU LOVE. AND THAT MEANS SHARING--

--ALL OF IT!

GASP

OH, MY...!

I WANTED YOU TO KNOW MY GREATEST SECRET:

THAT I, PETER PARKER, YOUR SON... AM SPIDER-MAN!

I... I JUST HOPE... I'VE DONE THE RIGHT THING.

THIS IS QUITE A SHOCK, PETER, BUT... THANK YOU!

IT MEANS A LOT TO US, SON!

I-IT DOES?

DOWNSTAIRS.

RICHARD? MARY?

I'M BACK!

HARRY'S MARKET

AUNT MAY! I DON'T WANT *HER* TO KNOW!

SHE'S BEEN ACTING *ODD* LATELY! I-I DON'T KNOW IF I CAN *TRUST* HER WITH MY SECRET!

UNDERSTOOD.

WE'LL TALK LATER, SON.

AND, PETER, WE'RE SO *HAPPY!*

I FEEL RIGHT, GOOD... *FREE!* I SHOULD HAVE TOLD THEM *WEEKS* AGO!

SOMEHOW, I JUST *KNOW* EVERY-THING'S GOING TO BE OKAY NOW!

WELL, *THAT* WAS A SURPRISE!

IT CERTAINLY WAS!

YOU DO KNOW WHAT IT MEANS, DON'T YOU, MARY DARLING?

DON'T BE SILLY, DEAR. OF *COURSE* I KNOW:

PETER HAS TO *DIE!*

NEXT ISSUE: DOUBLE-SIZED ACTION AS SECRETS ARE REVEALED, DECISIONS MADE... AND SPIDEY'S LIFE IS CHANGED FOREVER! DON'T MISS IT! (PLUS: A VENOM BACKUP AND A FOIL EMBOSSED COVER OF UNUSUAL INTENSITY!)

MARVEL COMICS

SPECIAL DOUBLE-SIZED ISSUE!

the AMAZING SPIDER-MAN

388
APR

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LIFETHEFT

THE FINAL CHAPTER

TRIUMPH...AND TRAGEDY!

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

DAVID MICHELINIE- *WRITER*
MARK BAGLEY- *PENCILER*
RANDY EMBERLIN- *INKER*
JOE ROSEN- *LETTERER*
BOB SHAREN- *COLORIST*
DANNY FINGEROTH- *EDITOR*
TOM DEFALCO- *EDITOR-IN-CHIEF*

NO, IT *LOOKS* LIKE YOU'RE A PETULANT CHILD TURNING PACKING CRATES INTO *KINDLING!*

YOU CAN'T TALK TO THE *VULTURE* LIKE THAT!

DON'T BE STUPID.

OF COURSE I CAN.

THINGS WERE *DIFFERENT* HOURS AGO! I'D USED THESE TRANSFER GAUNTLETS FROM THE *JUVENATOR* MACHINE TO DRAIN VITALITY, HEALTH, *YOUTH* ITSELF--

--FROM THAT INFERNAL *SPIDER-MAN!*

BUT THE EFFECTS WERE ONLY *TEMPORARY!* YOU SAID YOU COULD MAKE THEM PERMANENT!

IF YOU'VE *LIED...!*

EASY, TOOMES! *THREATS* COULD GET YOU INTO TROUBLE!

YOU THINK THESE MUSCLE-BOUND NEANDERTHALS CAN STOP ME?

NO, BUT I CAN.

AND JUST WHO DO YOU THINK YOU ARE?

REALLY, ADRIAN, HAVE YOU FORGOT-TEN AL-READY? YOUR NEW "PARTNER" IS--

PLIK

--THE CHAMELEON!

NOW CALM DOWN. AND REMEMBER: WHETHER OR NOT ANYONE GETS *HURT* HERE...IS ENTIRELY UP TO *YOU!*

MANHATTAN.

I'M SORRY, MARY JANE--

--BUT I TOLD MOM AND DAD THAT I'M *SPIDER-MAN!*

I *WANTED* TO TALK IT OVER WITH YOU FIRST, BUT I WAS ABOUT 70 YEARS OLD AT THE TIME, AND *YOU'D* JUST BEEN *SHOT* AT!*

*SEE WHAT HAPPENS IF YOU MISS AN ISSUE! --DANNY

I FIGURED THE COMBINED STRESS MIGHT BE TOO MUCH. I HOPE...WELL... ARE YOU OKAY WITH THIS?

I GUESS. WE *ARE* MARRIED, AND THAT MEANS *SHARING.*

BUT IT ALSO MEANS *UNDER-STANDING.*

AND TO QUOTE OUR MARRIAGE VOWS, PETER: "I DO"!

THANKS, HON. I'D BE LOST WITHOUT YOU!

BUT I'D BETTER GO CHECK ON AUNT MAY.

I *HOPE* IT'S NOT ALZHEIMER'S DISEASE, BUT SHE'S SO FIXATED ON MOM AND DAD BEING *SPACE ALIENS* OR SOMETHING!

I WANT HER TO TAKE SOME TESTS, TO FIND OUT IF THERE'S ANYTHING *PHYSICALLY* WRONG.

BOY, DID I PICK A TOUGH TIME TO GIVE UP *SMOKING!*

WHERE'D I LEAVE THAT "JUICYFRUIT"!..?

NEW JERSEY...

AS I TOLD YOU BEFORE, ADRIAN--

--I'VE WORKED ON SYNTHESIZING *LIFE ENERGY* FOR SOME TIME NOW. BECAUSE OF THAT--

"--I'VE KEPT TABS, DISGUISED AS A JANITOR, ON *DR. BENITA SANCHEZ*. I THOUGHT HER FINDINGS IN LIFE FORCE STUDIES MIGHT AUGMENT MY OWN."

WHEN I WITNESSED YOU COMMANDEERING HER JUVENATOR DEVICE, I THOUGHT YOU MIGHT MAKE A GOOD ALLY--

--FOR WHEN I BECOME THE REIGNING *CRIME LORD* OF NEW YORK!

AND WHY SHOULD I HELP *YOU*?

BECAUSE I CAN GIVE YOU WHAT YOU WANT: YOUTH AND HEALTH!

...FOR ABOUT THREE HOURS! AND LOSING IT AGAIN IS *TORTURE!* IS *THAT* WHAT YOU OFFER?

ARE YOU REALLY THAT *DENSE*? CONSIDER:

--*ARTIFICIAL LIFE*?

I *HAD* THAT...

JUVENATOR TECHNOLOGY IS AN *ARTIFICIAL* PROCESS! SO MIGHT IT NOT WORK MORE EFFICIENTLY BY DRAINING--

WHILE AT THE FOREST HILLS HOME OF MAY PARKER...

I DON'T UNDER-STAND, PETER.

YOU WANT ME TO SEE A *DOCTOR*? BUT I'M FIT AS A FIDDLE!

MY *NERVES* MAY BE A BIT FRIZZLED THESE DAYS, BUT I HAVE TONIC FOR THAT!

THIS IS A *SPECIAL* DOCTOR, AUNT MAY. SHE WANTS TO RUN SOME TESTS, SEE IF THERE'S ANYTHING MAKING YOU SEE THINGS THAT AREN'T... WELL... REAL.

OH, LORD! THE LOOK IN HER EYES! WH-WHAT HAVE I DONE? WHAT CAN I DO?

PETER? YOU... Y-YOU THINK I'M... LOSING MY *MIND*?

THIS IS HARDER THAN ANY-THING I'VE EVER FACED AS *SPIDER-MAN!*

LOOK, MARY-- *PETER'S* HERE!

WE WERE JUST GOING INTO THE CITY TO LOOK FOR YOU!

RICHARD? M-MARY?

WOULD YOU COME WITH US, SON? WE HAVE A LITTLE *SURPRISE* FOR YOU!

MM-HM! WE THINK YOU'LL-- PETER? WHAT'S *WRONG*, DEAR?

HUH? O-OH! NOTHING'S WRONG!

LIKE HECK IT ISN'T! AS SOON AS MOM AND DAD STEPPED INTO THE ROOM, MY *SPIDER-SENSE* STARTED TINGLING, WARNING ME OF--

--DANGER?

YOU SEEMED SO *STARTLED!*

ARE YOU SURE--?

NOW WHAT ON EARTH WAS *THAT* ALL ABOUT?

I DON'T KNOW HOW TO SAY THIS, AUNT MAY. MAYBE THE BEST WAY IS JUST, "I'M SORRY!"

YOU MIGHT BE RIGHT ABOUT MOM AND DAD AFTER ALL!

I WANT YOU TO STAY WITH MARY JANE IN MANHATTAN TILL I SAY IT'S SAFE TO COME BACK, OKAY?

I... I DON'T KNOW.

YET.

BUT, PETER! WHAT DOES IT ALL *MEAN?*

I-I JUST REMEMBERED I HAD TO SHOW AUNT MAY SOMETHING! BE BACK SOON!

THIS COMPLICATES MATTERS. OUR PRIMARY *PROGRAMMING* WAS COMPLETELY SUBLIMATED UNTIL TRIGGERED BY ACQUISITION OF DATA ON SPIDER-MAN'S TRUE IDENTITY--

--BUT ONCE ACTIVATED, IT DICTATED THAT WE BRING SPIDER-MAN TO THE MASTER WITHOUT AROUSING SUSPICIONS OF BY-STANDERS, LIKE MAY PARKER!

IF UNABLE TO ACCOMPLISH THAT WITHIN 24 HOURS, WE'RE TO TAKE THE RAW *DATA* TO THE MASTER INSTEAD!

BUT PETER PARKER SEEMS LIKE SUCH A *POSITIVE* HUMAN. ARE YOU SURE WE'RE DOING THE RIGHT THING?

WHAT? I KNOW WE WERE DESIGNED TO *SIMULATE* EMOTIONS, BUT ISN'T THAT CARRY-ING THINGS A BIT FAR? WHAT'S RIGHT OR WRONG, WHAT'S GOOD OR BAD, HAS NO MEANING WHATSOEVER!

WE DO WHAT WE'RE TOLD.

NIGHT RETURNS TO NEW JERSEY, BRINGING WITH IT A TROUBLED HERO...

IT TOOK A WHILE, BUT MY CONTACTS AT THE *DAILY BUGLE* FINALLY TRACED THE LICENSE NUMBER OF THAT TRUCK THAT CARTED AWAY THE JUVENATOR MACHINERY!*

*LAST ISSUE. --DANNY

GETTING PAST GUARDS AND VIDEO SURVEILLANCE WAS TRICKY--

--BUT IT'S PAID OFF! TRACER SIGNAL'S EVEN STRONGER SINCE I REACHED THE MAIN HOUSE!

THIS IS THE ADDRESS I WAS GIVEN, AND I'M ALREADY PICKING UP A SIGNAL FROM THE *SPIDER-TRACER* I PUT ON THE TRUCK!

JUST WISH I COULD PUT MOM AND DAD OUT OF MY MIND, BLAST IT!

I'VE GOT A JOB TO DO!

AHA! I WAS *RIGHT!*

EVER SINCE I SAW *TWO* DR. SANCHEZES AT EMPIRE STATE UNIVERSITY, I FIGURED THE VULTURE MUST BE WORKING WITH--

"--THE CHAMELEON!"

REST EASY, ADRIAN. IT'S ONLY A MATTER OF TIME BEFORE--

SIR? YOUR COVERT OPERATIVES HAVE ARRIVED.

SEND THEM IN!

PREPARE YOURSELF, VULTURE! PREPARE TO WITNESS--

--THE CHAMELEON'S GREATEST TRIUMPH!

UH-OH. I DON'T LIKE THE SOUND OF THAT...!

COME IN! WE'RE EAGER TO HEAR WHAT YOU'VE LEARNED!

VULTURE, I'D LIKE YOU TO MEET--

OH, MY GOD! I-IT CAN'T BE! NOT...*THEM!*

--*RICHARD* AND *MARY PARKER!*

OR, MORE ACCURATELY, AN INCREDIBLE *SIMULATION!*

THEY'RE AN OFFSHOOT OF THE SAME TECHNOLOGY THAT ENABLES ME TO ALTER THE APPEARANCE OF MY OWN FLESH. THEY WERE CONSTRUCTED OF SYNTHETIC COMPOUNDS, AND THEN IMBUED--

--WITH *ARTI-FICIAL LIFE!*

CONTROLLED BY BIO-CHIPS-- ORGANIC COMPUTERS THE SIZE OF BODY CELLS-- THEY WERE PROGRAMMED TO MIMIC THE ACTIONS AND NATURES OF THE BEINGS THEY WERE TO EMULATE...

...ALL AS PART OF MY PLAN TO DISCOVER *SPIDER-MAN'S* TRUE IDENTITY!

MOM...? DAD...? N-NOT EVEN...

...*HUMAN?*

ONCE I KNOW WHO SPIDER-MAN IS, HE'LL NO LONGER BE ABLE TO HIDE!

I CAN FIND HIM, KILL HIM AT LEISURE--

--AND ELIMINATE A PRIMARY *THREAT* TO MY RULE OF NEW YORK!

THE CONNECTION BETWEEN *PETER* PARKER AND SPIDER-MAN IS UNDENIABLE, AS EVIDENCED BY ALL THE *PHOTOGRAPHS* THE MAN HAS TAKEN OF THE WALL-CRAWLER OVER THE YEARS.

THAT'S WHY I PROGRAMMED MY CONSTRUCTS TO BE THE *PARENTS* HE THOUGHT LONG DEAD!

ANY GAPS IN THEIR MEMORIES COULD BE EXPLAINED BY THE TWENTY YEARS THEY'D SPENT IN "RUSSIAN PRISON CAMPS"!

ONCE INSINUATED INTO YOUNG PARKER'S LIFE, IT WAS MY HOPE THAT HE'D TRUST THEM WITH INFORMATION THAT COULD ENABLE ME TO UNMASK SPIDER-MAN, AND THEN OBLITER-ATE HIM!

THAT WILL BE MY PERSONAL VICTORY--

--AND MY *GIFT* TO A MAN I'VE OWED FOR FAR TOO LONG:

KRAVEN THE HUNTER! IT WAS I WHO FIRST SET HIM ON HIS FATEFUL QUEST TO TRACK AND SLAY SPIDER-MAN, SO MANY YEARS AGO.

THAT OBSESSION WAS TO ULTIMATELY BRING ABOUT KRAVEN'S *DEATH*, A DEBT I CAN NOW PAY WITH SPIDER-MAN'S *OWN* DEMISE!

NOW, WHAT DO YOU HAVE TO *TELL* ME?

I...I'M NOT SURE WE SHOULD--!

IGNORE HER! SHE'S CONFUSED, MALFUNCTIONING!

WE'VE FOUND THAT PETER PARKER IS--

NO!

DON'T--!

--SPIDER-MAN?

HERE? I DON'T UNDERSTAND! I *KNOW* SPIDER-MAN, KNOW ABOUT HIS INFERNAL *TRACKING* DEVICES!

THAT'S WHY I LOOKED FOR--AND *DESTROYED*-- THE ONE ON OUR TRUCK!

AH, BUT WHAT ABOUT--

--*THIS* ONE?

PLIK

EH?

IF *YOU'RE* SMART ENOUGH TO KNOW WHAT HE'LL DO, *HE'S* SMART ENOUGH TO *KNOW* YOU'RE SMART ENOUGH!

FOOL.

KRITCH

PLANTING THAT SECOND TRACER WHILE WE GRAPPLED AT E.S.U. WAS RISKY--BUT IT PAID OFF!*

*SEE STORY PAGE 15, LAST ISSUE.--DANNY.

NO MATTER! *NOTHING* WILL KEEP ME FROM REVEALING THAT YOU'RE REALLY--

STOP! PETER TOOK US INTO HIS CONFIDENCE-- INTO HIS *HEART!*

:HMGNF:

I WON'T LET YOU *BETRAY* THAT TRUST!

BLAST! I'LL NEED TIME TO SORT THIS OUT!

I PAY YOU MEN FOR *SECURITY*, DON'T I?

WELL, *TERMINATE* SPIDER-MAN!

YOU GOTTA BE KIDDING...!

I DON'T UNDERSTAND! WHAT WENT WRONG?

ARTIFICIAL LIFE IS STILL EXPERIMENTAL, UNPREDICTABLE!

WHO COULD HAVE GUESSED IT COULD FORM MORALS, MUCH LESS A *CONSCIENCE?*

TIK TIK-TIK

FORTU-NATELY, I THOUGHT TO INCLUDE AN *OFFEN-SIVE MODE* IN THE BIO-CHIP PRO-GRAMMING!

RICHARD?

"I SEE THAT THE *DEFECTIVE* UNIT DOESN'T ANNOY US ANY MORE!

"...SURPRISE!"

SHWAK

"EXCELLENT! AND NOW, RICHARD, FOR OUR LITTLE...

AAAAAAAARRR--!

DAD'S SCREAM, TURNING INTO A BELLOW!

NO! MORE LIKE THE HOWL--

--OF AN *ANIMAL!*

AGRRRRRRGGH!

HHRRRR

THAT...TH-THAT'S NOT *RICHARD*?!

HMM, GOOD POINT!

MUSTN'T OVERLOOK THE *PSYCHOLOGICAL* ASPECTS, EH?

T-TIK TIK

?!

GHHYARR! RHARRR!

LOOKS LIKE THE PHYSICAL CHANGE NEGATED ITS ABILITY TO *TALK!*

FOR NOW, MY SECRET'S *SAFE!*

BUT... WHAT'S GOING TO SAVE *ME?*

IT'S CHANGED AGAIN, LOOKS PARTLY LIKE *DAD!* AND HOW CAN I FIGHT--

--MY OWN *FATHER?!*

I...I DON'T THINK... I CAN!

THERE'S NO ONE TO SEE YOU NOW, NO REASON TO HOLD BACK! USE YOUR MORPHING ABILITIES--

--KILL SPIDER-MAN!

KCHASH

C'MON, SPIDEY--

CHB ANGH

--FIGHT BACK! BLAST IT ALL--

--DEFEND YOURSELF!

HE CAN'T DO IT! HE'S HELPLESS!

TIME FOR *ME* TO MOVE IN FOR THE *KILL!*

DON'T YOU *DARE* HARM HIM, YOU WRINKLED OLD WORM!

WHAK

:WHNG:

THAT WAS STUPID, WOMAN! NOW I'LL HAVE TO DEAL WITH YOU!

WOMP

KBRAK

LEAVE HER ALONE!

VULTURE, WATCH OUT FOR ME-- OOF!

CHRAKASH

CURSE YOU, CHAMELEON! WHY DON'T YOU MORPH THE *FEMALE*, USE *HER* AS A WEAPON?

TOO RISKY! SHE'S OUT OF MY *CONTROL*!

ARE YOU ALL RIGHT, MO...ER, MA'AM?

I'M SORRY! I'M JUST SO SOR--

--LOOK OUT!

SPIDER-SENSE ALREADY WARNED ME! BUT I'M NOT GOING TO RUN!

BWAMM

NOT THIS TIME!

YOU WANT TO HURT *HER*, YOU SHAPE-CHANGING SLIMEBALL--

--YOU'LL HAVE TO COME THROUGH *ME* FIRST!

DRAT! I'D PLANNED TO CONFRONT SPIDER-MAN ON *MY* TERMS, AT A TIME OF *MY* CHOOSING!

NOW, WITH MY "STAFF" DESERTING ME, THE VULTURE BARELY CONSCIOUS--

--THERE'S BUT ONE THING FOR A *PRUDENT* MAN TO DO!

--AND THE ONLY SOURCE OF CONTROL OVER MY COUNTER-FEIT BEINGS *SMASHED*--

MY *ESCAPE VEHICLE* IS FUELED AND READY! I'LL MAKE SPIDER-MAN PAY FOR DESTROYING MY MASTER-FUL PLAN...

...*VERY* SOON!

MEANWHILE...

I SAID--

--BACK OFF!

SPLAK

R... RICHARD?

STILL FIND IT SO DIFFICULT TO FIGHT THIS...THING.

I CAN'T *HELP* IT!

I KNOW IT'S A MONSTER!

BUT THAT FACE--!

WAIT A MINUTE!

PHLUB

I CAN CHANGE IT'S FACE!

YEAH! IT'S MADE OF MALLEABLE MATERIAL! IF I MASH IT UP ENOUGH, MAKE IT UNRECOG-NIZABLE--

--MAYBE I WON'T BE SO RELUCTANT TO--

PLEASE! I-I DON'T...

...WANT TO HURT... ANYONE!

HELP... ME...!

M-MUST BE MORPHING *INSIDE*, TOO! GAVE HIMSELF VOCAL CHORDS, AND A VOICE JUST LIKE...

...DAD?

RRRAARRGGH!

S-SUCKERED ME! AND I IGNORED MY SPIDER-SENSE, WANTED TO *BELIEVE*--!

G-GOTTA SHAKE OFF THE BLOW BEFORE--

=HRNGH=

WHABAP

NOW YOU DIE, BOY!

DIE!

D--

--IIIEEEEEE?!?

DEAR GOD... FORGIVE ME!

I-I COULDN'T JUST LET HIM--

--I SAW THIS BROKEN CABLE--

--I-IT WAS THE ONLY WAY--!

I KNOW YOU WERE MANUFACTURED, A CONSTRUCT!

A FAKE!

BUT FOR A WHILE, A PRECIOUS WHILE... YOU WERE THE FATHER I NEVER REALLY KNEW.

DAD...?

AAYYYGGGG!

WHA--?!

MOM!

YES! YESSSS!

I CAN FEEL IT WORKING!

THE JUVENATOR'S TRANSFER GAUNTLETS ARE TAKING HER LIFE--

--HER ARTIFICIAL LIFE--

--AND GIVING IT TO ME! NOW I'LL BE YOUNG, VIGOROUS, VITAL--

--FOREVER!

NOOOOOOOO!

GIVE HER BACK!

GIVE HER BA--

CURSE YOUR SOUL!

P...PETER...?

MOM? MOM, P-PLEASE--!

DON'T GO AWAY!

NOT AGAIN...!

WE...WE DIDN'T KNOW! RE-MEMBER THAT!

A-AND, SON ...ALWAYS... A-ALWAYS REMEMBER...

...I...

...LOVE...

...YOU...

AAAAAAAAAAGGG!

TIME PASSES.

AND AS ANONYMOUSLY SUMMONED STATE TROOPERS REMOVE AN ODDLY APATHETIC ADRIAN TOOMES FROM THE PREMISES...

P O

GUESS IT WORKED. VULTURE IS YOUNG AGAIN, AND SEEMS TO HAVE *STABILIZED* IN THAT CONDITION.

BUT AT WHAT COST? HE'S COLD, ZOMBIE-LIKE. ALMOST AS THOUGH HIS *OWN* LIFE HAD BECOME ARTIFICIAL!

I SHOULD BE GLAD--HE *DESERVES* IT. BUT ALL I HONESTLY FEEL RIGHT NOW IS TIRED.

AND... EMPTY.

DAWN: THE MANHATTAN APARTMENT SHARED BY PETER PARKER AND HIS WIFE, MARY JANE...

I'M GOING TO BE-LIEVE AUNT MAY--

--AND BELIEVE *IN* HER, FROM NOW ON. SHE WASN'T IMAGINING THINGS--

--SHE WAS *RIGHT* ALL ALONG!

HECK, HER *INSTINCTS* WERE MORE DEPENDABLE THAN EVEN MY *SPIDER-SENSE*...

...WHICH DIDN'T EVEN KICK IN UNTIL THEIR *PRO-GRAMMING* DID.

DON'T TORTURE YOURSELF, HON. AT LEAST IT'S OVER.

UH-UH. NOT BY A *LONG* SHOT!

SOMEONE MANIPULATED MY EMOTIONS, THEN *SHATTERED* THEM!

I HAD MY *PARENTS* BACK, LEARNED TO CARE ABOUT THEM, *LOVE* THEM--

--ONLY TO FIND IT WAS ALL SOME CRUEL, PERVERTED *TRICK!*

SO I'M GOING TO *FIND* THE CHAMELEON, MORE IMPORTANT, I'M GOING TO FIND WHOEVER PUT HIM *UP* TO THIS!

AND WHEN I DO, I SWEAR:

THEY'RE BOTH GOING TO LEARN WHAT "HURT" *REALLY* MEANS!

NEXT WEEK: "PURSUIT" BEGINS IN SPIDER-MAN #45 AS SPIDEY HUNTS DOWN HIS TORMENTORS!
NEXT MONTH: "PURSUIT" ENDS HERE--AS THE NEW SPIDER-ERA KICKS INTO EVEN HIGHER GEAR!
DO NOT MISS IT!

THE BRONX, SOME YEARS AGO.

HOW DO WE KILL HIM?

HOW?

HOW?

NOTE:
BACK IN **WEB OF SPIDER-MAN** #18 AND #24, WE SHOWED THE FIRST BRIEF GLIMPSES OF VENOM ATTACKING SPIDEY. THE TALE THAT FOLLOWS TELLS THE *WHOLE* STORY OF THOSE EVENTS! -- DANNY

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STAN LEE PRESENTS...

VENOM
THE LOST DAYS

I KNOW *PART* OF US IS GOOD AT THAT SORT OF THING. YOU--

--THE *ALIEN SYMBIOTE* I NOW WEAR AS A COSTUME-- SEEM TO HAVE EXPERIENCE WITH COMBAT!

THAT'S WHY WE WERE ABLE TO DEFEAT BRUNO MARKHAM'S BODYGUARDS YESTERDAY!*

*SEE "FIRST KILL" IN THE 1992 SPIDER-MAN ANNUALS. --DANNY

BUT ME, EDDIE BROCK...

...I'M JUST A MAN.

AND HOW CAN A MERE HUMAN, EVEN WITH A STAR-SPAWNED ALLY, STAND AGAINST A SUPER-POWERED MONSTER LIKE *SPIDER-MAN*?

HE DESTROYED MY JOURNALISM CAREER, MY *LIFE*, BY PROVING MY GREATEST STORY TO BE AN UNWITTING *HOAX*!

I DON'T EVEN KNOW WHY I KEEP MY *FILES* FROM THAT TIME. PERHAPS, TO REMEMBER THE PAIN...?

HMM? "CHUCK STONE"? OH, YES.

I WON A *HOPE AWARD* FROM THE PRESS ASSOCIATION FOR THIS STORY...

...ABOUT A VETERAN WHO BECAME A *VICTIM* WHEN HE RETURNED HOME!

CHUCK WAS A NAVY SEAL, A *HERO*. BUT HIS RECORDS WERE LOST AND HE WAS DENIED BENEFITS. HE WAS FORCED TO LIVE ON THE STREET, AND TURNED TO DRUGS.

A *GOOD* MEMORY AMONGST THE BAD!

STONE, CHUCK

BUT HE FOUGHT BACK, ENTERED A REHABILITATION PROGRAM, SWORE TO SURVIVE *DESPITE* THE SYSTEM!

WHAT? WHY YES, YOU'RE RIGHT! CHUCK *WOULD* KNOW WHAT IT'S LIKE TO BE CRUSHED BY A GREAT POWER! HE'LL UNDERSTAND!

HE'LL *HELP* US!

HOWEVER, AFTER A DAY'S SEARCHING LEADS TO A BOWERY TENEMENT...

SORRY, BUD--I DON'T DO WAR NO MORE!

I'M NOT ASKING YOU TO FIGHT, CHUCK--!

GOOD. 'CAUSE ALL THE FIGHT I GOT'S GOIN' TA KEEP THAT MONKEY OFF MY BACK!

EVERY STREET CORNER'S A DRUGSTORE THESE DAYS, EDDIE, AN' I CAN'T TELL YA HOW MUCH I WANNA GO SHOPPIN'!

A PILL, A VIAL, A NEEDLE... A LITTLE RELEASE...

BUT YOU'RE OUR-- MY ONLY HOPE!

I WAS RUINED BY A POWERFUL MAN, ONE THE AUTHORITIES CAN'T, OR WON'T PUNISH!

IF YOU DON'T HELP, HE'LL GET AWAY WITH IT! CHUCK...

...THE BAD GUYS WILL WIN!

I HEAR YA, EDDIE. BEEN THERE M'SELF. AWRIGHT, THEN...

...LISTEN UP.

OVER THE NEXT HOURS...

OKAY, I'VE TOLD YA WHAT I CAN 'BOUT STEALTH AN' SURPRISE. USED RIGHT, THEY'LL GET YA FARTHER THAN AN M-16 ON FULL AUTO!

BUT EVEN MORE IMPORTANT'S THE **WARRIOR MENTALITY.** YA GOTTA BE READY TA DO WHATEVER IT TAKES, AN' THEN DEAL WITH THE **CONSEQUENCES.**

ARE YA UP TA THAT, EDDIE?

ARE YA?

THE NEXT MORNING; PETER PARKER -- THE AMAZING **SPIDER-MAN** -- WAITS FOR A TRAIN, MULLING OVER RECENT EVENTS IN HIS PAST...

...UNAWARE THAT HE MAY NOT HAVE A **FUTURE!**

HNH?

THAT BOY--!

HE'LL BE RUN OVER--!

RUM BLE RUMBLE

IT WORKED!

WE FOLLOWED THE DEMON FROM HIS LAIR, AND HIS WARNING SENSE DIDN'T TELL HIM WE WERE HERE!

ALL WE HAVE TO DO NOW IS--

--EH?

THAT'S *HIM*, OFFICER!

THAT'S THE *MANIAC* WHO PUSHED THAT KID!

FREEZE, MISTER!

NO! THIS CAN'T HAPPEN!

W-WE CAN'T GO TO JAIL-- WE DIDN'T DO ANYTHING *WRONG*!

WHA--MY *OTHER* TALKING TO ME IN MY HEAD!

WE CAN DO *WHAT*? ALL RIGHT, IT'S WORTH A TRY--!

THOSE UNIFORMED TRANSIT WORKERS! THEY'RE LIKE WALLPAPER, NOBODY EVEN NOTICES THEM!

ALL RIGHT-- *DO IT!*

SECONDS LATER...

BLAST IT ALL! I *LOST* 'IM!

POLICE

BUT WHERE COULD HE HAVE GOTTEN TO SO *FAST?*

IT WORKED! EXCELLENT. THIS LITTLE "CAMOUFLAGE" TRICK MAY BE USEFUL IN THE FUTURE!

BUT FOR NOW--

DIDN'T SEE *DAT* GUY ON DA TRUCK!

AN' WHO'S HE *TALKIN'* TO ANYWAY?

--I THINK WE NEED ANOTHER *LESSON!*

BACK IN THE BOWERY...

YA STILL DON'T HAVE THE WARRIOR *MIND-SET*, BUDDY! YA DON'T KILL WITH YER *HANDS*--

--YA KILL WITH YER *BRAIN*! ANYTHING ELSA YA USE IS JUST A TOOL! I'M TELLIN' YA, IF YA WANNA WIN YER BATTLE, "EDDIE BROCK" HAS GOTTA GO!

YA HAFTA BE SOMETHIN' *ELSE*, A MACHINE, A CREATURE WHOSE *ONLY* REASON TA BE IS RIGHTEOUS REVENGE!

WE... HAVE TO BE *ONE*!

YES! YES, IT'S CLEAR NOW!

...GET SOMETHING YOU *NEED*.

I KNOW YOU DIDN'T DO THIS FOR A HANDOUT, CHUCK, BUT I WANT YOU TO HAVE THIS. GET YOUSELF SOME FOOD, A NEW COAT...

ATLANTIC CITY, THE NEXT DAY. PETER PARKER HAD COME HERE WITH HIS FRAIL AUNT MAY FOR SOME REST AND RECREATION--

--NOT KNOWING THAT INSTEAD HE'D BE PRESSED INTO INVESTIGATING A MYSTERY--

--OR THAT, WHILE PURSUING THAT PUZZLE, HE'D SUFFER A SLIGHT CASE OF--

--DEJA VU!

WHU--?

S-SOMEONE YANKED ME OFF THE SIDE OF THE BUILDING--AND DIDN'T TRIGGER MY SPIDER-SENSE!

WHAT'S HAPPENING TO ME?

WE TRAILED THE MONSTER ALL THE WAY FROM NEW YORK, BUT COULDN'T ATTACK WHILE HE WAS STILL WITH THAT SWEET, INNOCENT MAY PARKER!

NOW, HOWEVER--

HEY! WHAT'RE YOU DOIN'?

WE HAD REPORTS OF A PROWLER ON THIS-- HOLY GEEZ!

CHUCK SAID THE ONLY TRUE VICTORY IS ONE YOU SURVIVE! THEREFORE...

GENTLEMEN?

PLIP

:WHNG:

I'M AFRAID YOU'LL HAVE TO EXCUSE US!

THWAP

THIS IS DEAKINS! HAVE A SECURITY TEAM MEET ELEVATOR SEVEN AT THE LOBBY! SOME NUT-CASE IN A BLACK COSTUME'S COMIN' DOWN! AND BE CAREFUL--

--HE'S STRONG!

OKAY, YOU TAKE 'IM HIGH, AN' I'LL TAKE 'IM L--

--OH?

BIG GUY DOUBLED BACK! THINK HE GAVE ME A CONCUSSION! BETTER GET UPSTAIRS AND HELP OUT-- FAST!

GOT'CHA!

IS SOMETHING WRONG, OFFICER?

NOTHING TO WORRY ABOUT, MA'AM.

WE HAVE EVERYTHING UNDER CONTROL!

SOON, ON A METROLINER HEADING BACK TO NEW YORK...

THE MONSTER'S TRAIL WAS COLD... WOULD'VE BEEN TOUGH TO PICK UP QUICKLY.

I, UH, THINK I'LL SIT IN ANOTHER CAR...!

NO MATTER; WE'LL FIND HIM AGAIN. AND NOW, WE'RE READY FOR HIM!

AS ONE, WORKING TOGETHER, WE WERE UNSTOPPABLE!

SO FOREVER MORE WE'LL BE THAT ONE! EDDIE BROCK IS DEAD! LONG LIVE...

...VENOM!

THREE HOURS LATER, AT A FAMILIAR BOWERY WALK-UP...

CHUCK? WE JUST WANTED TO THANK YOU FOR ALL YOU'VE DONE.

HELLO...?

OH, GOD! THAT NEEDLE--!

H-HE USED THE MONEY WE GAVE HIM TO--

--NO! I-IT WASN'T US! IT WAS *THEM!*

CHUCK WAS A DECENT MAN WHO WAS DESTROYED BY FORCES HE COULDN'T FIGHT, JUST LIKE *WE* WERE DESTROYED BY SPIDER-MAN!

BUT NOW WE *CAN* FIGHT, AND *WILL!* FOR CHUCK, FOR EDDIE, FOR EVERY INNOCENT VICTIM IN THIS COLD, CRUEL WORLD, WE SWEAR--

--SPIDER-MAN MUST *DIE!*

AND SO IT BEGAN...

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ABOVE A NIGHT-DARK LONG ISLAND INDUSTRIAL PARK, TWO DISPARATE FIGURES CONVERGE. THEIR APPEARANCE, THEIR EXPRESSIONS, THEIR VERY MODES OF TRANSPORT DIFFER GREATLY FROM ONE ANOTHER. BUT THEIR REASONS FOR **BEING** HERE ON THIS FATEFUL EVE--

--ARE CHILLINGLY **SIMILAR!**

ENOS WARWICK...

...YOUR DAYS ARE NUMBERED!

STAN LEE PRESENTS:
CARDIAC AND **CHANCE** IN...

MY ENEMY'S ENEMY

ON THE EAST SIDE OF THE TARGETED COMPLEX, CARDIAC DROPS NIMBLY TO THE GROUND INSIDE AN ELECTRICAL FENCE...

SO FAR, SO GOOD!

HMM. LOCK LOOKS LIKE TOP QUALITY.

BUT BETA POWER CHANNELED FROM MY ARTIFICIAL HEART TO THE CONDUCTOR PLATE ON MY PALM--

--WILL TURN IT TO EXPENSIVE SLAG!

NOW TO--

:SIGH: I'D HOPED TO AVOID THIS...!

WHA--?! H-HEY! HOLD IT RIGHT THERE!

HAVE TO KEEP THE BETA ENERGY CHANNELED THROUGH MY PULSE STAFF AT LOW INTENSITY!

=WHNNG=

THBAMP

ONLY UNCONSCIOUS; I'M GLAD.

KILLING MAY OCCASIONALLY BE NECESSARY, BUT IT GRATES ON MY SOUL--

--TO SAY NOTHING OF THE HIPPOCRATIC OATH I SWORE AS A PHYSICIAN!

AH. VOICES. COULD IT BE...?

YES! THEY'RE LOADING CRATES INTO TRUCKS, READYING A SHIPMENT TO THE UNWARY PUBLIC! IF I WAS A SUPER-STITIOUS MAN--

--I'D CALL THOSE THINGS THE DEVIL'S MACHINES!

THIS UNCRATED ONE MUST BE A *DEMONSTRATION* MODEL!

A "SONIC ENHANCER," THAT'S WHAT *WARWICK* CALLS IT!

I UNDERWENT THE PAIN, THE PHYSICAL ALTERATIONS TO BECOME *CARDIAC* SO I COULD PUNISH CRIMINALS WHO WORK WITHIN THE LAW--AND ENOS WARWICK IS A PERFECT EXAMPLE!

HE DEVELOPED THESE SONIC DEVICES TO CATALYZE MUSCLE GROWTH--

--AND YOUNG ATHLETES HAVE BEEN EXPERIMENTING WITH THEM, BECOMING BETTER AT THEIR SPORTS!

BUT EVIDENCE IS SURFACING THAT THE SOUND WAVES MAY AFFECT BRAIN CELLS, CAUSING SHORT-TERM MEMORY LOSS THAT COULD HASTEN THE ONSET OF SUCH DISEASES AS *ALZHEIMER'S!*

AND UNLIKE STEROIDS, THESE MACHINES DON'T YET FALL UNDER GOVERNMENT *REGULATIONS!*

WARWICK IS DESTROYING LIVES, AND THE LAW CAN'T DO A BLASTED THING ABOUT IT! BUT...

...I CAN!

WHILE ON THE WESTERN SIDE OF THE BUILDING'S ROOF, THE MAN CALLED CHANCE HAS HIS OWN AGENDA!

HEAVY LOCK.

ACID?

CH-CHK

EXCELLENT CHOICE!

FSSSS

SO IT BEGINS! THOUGH I SUPPOSE IT TECHNICALLY BEGAN THIS MORNING--

"--IN THE OFFICE OF NOEL MacREADY!"

THAT'S RIGHT, MR. POWELL, MY COMPANY MAKES HIGH-CALORIE FOOD SUPPLEMENTS TO HELP WEIGHT LIFTERS BULK UP!

BUT IF WARWICK'S SONIC ENHANCER IS SUCCESSFUL, I COULD BE RUINED!

SO I WANT TO HIRE YOU TO ELIMINATE THE COMPETITION!

I'M A GAMBLER, MR. MACREADY-- NOT A HIRELING!

B-BUT, ON THE PHONE YOU SAID YOU COULD HELP--!

INDEED I CAN.

BUT ON MY TERMS! I'LL WAGER $20,000 THAT THIS WARWICK FELLOW CEASES TO BE A PROBLEM!

AGREED?

AND NOW...

ROOF ACCESS

MODERN LIFE IS DULL AT BEST, MADE TOLERABLE ONLY BY *RISK!*

AH, I CAN FEEL MY BLOOD *RACING* ALREADY!

SO, ENOS WARWICK IS OVERSEEING THIS SHIPMENT PERSONALLY! GOOD.

HE'LL BE ALL THE MORE IMPRESSED--

--WHEN I TURN HIS ENTIRE INVENTORY TO *SPLINTERS* BEFORE HIS VERY--

"--EH? SOME SORT OF *FORCE BEAM!*

"AND *THAT* MUST BE ITS *SOURCE!*"

GOOD EVENING, MR. WARWICK!

"GOOD" BEING A RELATIVE TERM, OF COURSE--

--SINCE THIS IS THE *LAST* EVENING YOU'LL EVER *SEE!*

HNH? WELL, WELL ACCORDING TO MY HELMET SCANNERS, THERE'S ANOTHER PLAYER IN THE GAME!

RIGHT BEHIND ME POINTING SOME KIND OF WEAPON!

A RATHER FORMIDABLE ONE AT THAT!

H-HAVE TO GET OUT OF HERE! HAVE TO--

SORRY, I'M NOT THROUGH WITH YOU YET!

L-LASER MELTING THE METAL DOOR, SEALING IT SHUT--!

THBRAK

:HNGH:

CHUNK

HIT ME FROM BELOW, THE ONLY DIRECTION MY HELMET DOESN'T SCAN!

QUICK! G-GOTTA FIND SOMEPLACE TO *HIDE!*

WE'RE OBVIOUSLY HERE FOR THE SAME REASON-- TO PULL THE PLUG ON ENOS WARWICK!

BUT *KILLING* ISN'T NECESSARY! DISABLING PRODUCTION CAPABILITIES WILL SERVE THE SAME PURPOSE!

AS LONG AS WARWICK IS FUNCTIONAL--

--HE CAN ALWAYS START *AGAIN!*

ZZZATCH

AND I BET I COULD SHUT THE OLD BOY DOWN FOR *GOOD!*

VIBRANIUM MESH BENEATH MY ARTIFICIAL SKIN STOPPED HIS ENERGY BLAST!

NOW, I'VE GOT TO STOP HIM!

BRAMP

KHROOMBLE

I DOUBT HE'S SERIOUSLY HURT. BUT THE WEIGHT OF THAT RUBBLE SHOULD KEEP HIM PENNED WHILE I--

--WHAT? DEBRIS GLOWING! STARTING TO... MELT?

WONDERFUL INVENTIONS, THESE MICRO-LASERS!

RIGHT UP THERE WITH GINSU KNIVES AND THE POCKET FISHERMAN!

HE'S USED TO DODGING MY *PULSE BOLTS* BY NOW! BUT PERHAPS--

:WHOONF:

--A MORE *BASIC* APPROACH WILL WORK!

:AHGK:

SURGE OF BETA POWER DIRECTLY TO HIS BACK-PACK SHOULD OVERLOAD HIS WEAPONRY!

H-HARD...TO CATCH... MY BREATH! BUT AT LEAST...

...MY SCANNERS ARE STILL WORKING! HAVE TO TIME THIS JUST--

HUNH--?!

--YES!

SKLZZKT

AIIEEEE!

THAT SCREAM! SOMEONE INSIDE THE ENHANCER MODEL?

WARWICK! HIDING INSIDE!

WHO? WH-WHO DID YOU SAY--OH, MY GOD!

WH-WHO AM I???

LATER, AFTER WARWICK'S INVENTORY AND COMPUTER FILES HAVE BEEN "DEALT WITH"...

WELL, THAT'S THAT!

YOUR MISDIRECTED ENERGY BOOST ACTIVATED THE ENHANCER'S CIRCUITS. PUSHED THEM TO THE MAX--

--AND WIPED WARWICK'S ENTIRE MEMORY CLEAN! SO, IF YOU'LL EXCUSE ME--

--I HAVE WINNINGS TO COLLECT!

I SHOULD BE GLAD. WARWICK IS OUT OF BUSINESS--

--AND NO ONE DIED.

PLEEP

STILL, IT'S A QUESTIONABLE VICTORY THAT ALLOWS A WOULD-BE MURDERER LIKE CHANCE TO WALLOW IN SUCCESS.

THOUGH AS I'VE SO OFTEN SAID IN THE PAST--

--IT'S NOT A PERFECT WORLD...!

END.

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PURSUIT PART ONE

SPIDER-MAN®

RIC
PARKER
BELOVED
FATHER

MARY
PARKE
BELOVED
MOTHER

TOM lyle/1993

Stan Lee Presents • Spider-Man in

the SPECTACULAR

PURSUIT

PART ONE

Mackie/Lyle/Hanna - story and art
Starkings - letters • Tinsley/Moran - colors
Fingeroth - editor • DeFalco - chief

"THIS IS THE WAY MY NIGHTMARE BEGAN...

"...AND THE DREAMS OF MY CHILDHOOD ENDED.

"HE WAS SUPPOSED TO BE *RICHARD* PARKER.

"*SHE* WAS SUPPOSED TO BE *MARY* PARKER.

"*THEY* WERE SUPPOSED TO BE MY *PARENTS!*

"THEY CAME FROM NOWHERE.

"STORIES OF BEING HELD IN A SOVIET PRISON CAMP FED INTO MY CHILDHOOD FANTASIES OF MY DEAD PARENTS STILL BEING ALIVE.

"EVERY CHILD WHO HAS EVER LOST A PARENT GOES THROUGH THE *SAME* DENIAL...

"...THE SAME *HOPE* THAT THEY WILL WALK BACK THROUGH THE DOOR.

"THESE TWO *PREYED* ON MY HOPE.

"ARTIFICIAL CONSTRUCTS.

"SENT INTO THE LIFE OF *PETER PARKER*, BY THE *CHAMELEON*, IN ORDER TO GET CLOSE TO *SPIDER-MAN*.

"WHEN I TOLD MY '*FOLKS*' THAT I WAS SPIDER-MAN, THE NEXT PHASE OF THEIR CONDITIONING KICKED IN.

"I TRACKED THEM TO THIS ESTATE IN NEW JERSEY.

"THAT'S WHEN THE DREAM TURNED TO NIGHTMARE... THAT'S WHEN MY '*PARENTS*' TRIED TO *KILL* ME.

"BUT ONE... THE ONE I HAD BEEN CALLING *MOTHER* FOR ALL THESE WEEKS... SHE APPARENTLY BONDED TO ME.

"SAVED MY LIFE...

"...AT THE COST OF THAT OF THE ONE I CALLED *FATHER* AND

"...HER OWN.

"FOR THE *SECOND* TIME IN MY LIFE I MOURNED AT THE LOSS OF PARENTS.

"A NUMBING PAIN PASSED THROUGH ME AS I WATCHED THEIR BODIES REVERT TO THE ARTIFICIAL THINGS THEY TRULY WERE.

"THEY DISSOLVED INTO *NOTHINGNESS*...

"ALL TRACE OF THE BEINGS I HAD TAKEN TO CALLING MOM AND DAD... GONE.

"GONE, TOO, ARE THE CHILDHOOD DREAMS OF PETER PARKER.

MY LIFE WAS TURNED INSIDE OUT JUST MINUTES AGO. *

A VICTORY FOR ME.

A HOLLOW ONE AT BEST.

THE POLICE WILL TRY TO PIECE TOGETHER WHAT HAPPENED HERE TONIGHT, BUT...

... NO EVIDENCE REMAINS TYING RICHARD AND MARY TO THIS PLACE.

SO, ONCE AGAIN, I GET TO TRY AND GO BACK TO A NORMAL LIFE AS PETER PARKER.

BUT HOW CAN I..?

... WHEN ONE *LOOSE END* REMAINS.

I'M COMING FOR YOU... *CHAMELEON!*

* IN AMAZING SPIDER-MAN #388. -- DANNY

FIFTEEN MINUTES LATER, MIDTOWN MANHATTAN...

CAN'T LET THINGS KEEP GOING ON THIS WAY.

WON'T ALLOW MYSELF TO CONTINUE TO BE A VICTIM OF THE VERY CRIMINALS I'VE SOUGHT TO SUBDUE.

MY LIFE... MY ROLE AS SPIDER-MAN... IS TURNING INTO A FARCE.

EVERY TIME I TURN AROUND, ANOTHER OF THE BAD GUYS I "*DEFEATED*" IS COMING BACK TO LAUNCH A PLOT AGAINST *ME!*

I'M ***NOT*** GOING TO BE THE VICTIM ANY-MORE!

I'M GOING TO HUNT DOWN THE CHAMELEON... I'M GOING TO *CATCH* HIM... I'M GOING TO ***STOP*** HIM...

THWIP

...AND I'M GOING TO USE WHATEVER IT TAKES TO SEE THAT HE ***STAYS*** OUT OF MY LIFE... FOR GOOD.

A SHORT TIME LATER, ON THE UPPER EAST SIDE...

I'M READY FOR YOU.

THIS TIME...

...IT WILL BE NOTHING FANCY.

GOING TO TAKE YOU ON THE WAY I SHOULD HAVE LONG AGO.

BKOOM

KTASH

THIS TIME YOU ARE GOING TO *DIE*...

"SPIDER-MAN!

THAT'S ALL I WANT.

THE ELEGANT APPROACH -- WITH HUMANOIDS AND SUBTERFUGE --*FAILED.*

THE TIME FOR SUBTLETY IS *PAST!*

I WANT *SPIDER-MAN DEAD.*

NO MATTER WHAT IT TAKES.

I'LL GET CLOSE ENOUGH TO HIM TO PUT A BULLET IN THE BACK OF HIS SKULL.

I'LL DO THIS FOR YOU, *KRAVEN*... MY FRIEND.

THE SPIDER CANNOT GO ***UNPUNISHED*** FOR WHAT HE DID TO YOU... TO ***US!***

YOU WERE THE ONLY PERSON WHO EVER TREATED ME THE WAY I ***DESERVED*** TO BE TREATED.

YOUR DEATH WILL BE ***AVENGED.*** THE SIMPLE WAY... YOUR WAY. THE SPIDER WILL ***DIE!***

ELSEWHERE...

NO!

I CAN'T!

I WON'T, MARY JANE!

PETER! CHILL... OUT!

YOU KNOW YOU'VE GOT TO TELL HER. AND SCREAMING AT ME ISN'T GOING TO CHANGE THAT.

AUNT MAY DESERVES TO BE TOLD SOMETHING ABOUT YOUR MOTHER AND FATHER DISAPPEARING AGAIN AND--

THEY WERE NOT MY MOTHER AND FATHER!

I'M SORRY.

YOU KNOW WHAT I MEANT.

TO MAY THEY WERE THE REAL THING. WHAT'S *SHE* GOING TO THINK IF THEY'RE SUDDENLY GONE AGAIN?

WHAT SHOULD I DO...TELL HER--TELL THE ***WORLD***--THAT THE PEOPLE WE ALL THOUGHT WERE MY PARENTS WERE ACTUALLY ***SYNTHETIC ORGANISMS*** CREATED BY A ***SUPER-VILLAIN*** TO KILL ME?

WHILE I'M AT IT, I COULD JUST SLIP IN THAT I'VE BEEN ***SPIDER-MAN*** ALL THESE YEARS.

THIS... ANY OF THIS... COULD KILL HER.

MY AUNT IS NOT A WELL WOMAN.

DON'T YOU TELL ME ABOUT MY AUNT!

I KNOW WHAT'S BEST FOR HER!

I WON'T DO THIS!

MAY PARKER IS A LOT STRONGER THAN YOU'VE EVER GIVEN HER CREDIT FOR, PETER.

I'VE GOT TO THINK. CLEAR MY HEAD.

I'LL SEE YOU LATER.

I'VE NEVER SEEN HIM SO ANGRY BEFORE.

AND, AS ALWAYS, HE'S RETREATING INTO SPIDER-MAN TO DEAL WITH HIS LIFE.

OR MAYBE TO NOT DEAL WITH IT AT ALL.

A SHORT TIME LATER, A STORM RAGES OVER A CEMETERY IN QUEENS, NEW YORK...

PARENTS AREN'T SUPPOSED TO DIE.

THEY'RE SUPPOSED TO BE THERE FOR THEIR CHILD'S FIRST REPORT CARD, TO GIVE HIM ADVICE ABOUT HOW TO COPE WITH THE BULLIES AT SCHOOL...

...TO PLAY BALL WITH HIM...

PARENTS ARE SUPPOSED TO STAY.

RICHARD PARKER

MARY PARKER

FOR YEARS AFTER YOU DIED, I WOULD SIT IN BED AT NIGHT AND *PRAY* WITH ALL MY MIGHT THAT IT WAS ALL A BAD DREAM... THAT YOU WOULD WALK IN THROUGH THE DOOR... PRESS YOUR LIPS TO MY FOREHEAD AND THEN EVERYTHING WOULD BE ALL RIGHT.

I KEEP GOING BACK TO THOSE DREAMS.

FOR THE PAST FEW MONTHS THEY CAME *TRUE* FOR ME.

AND NOW I CAN'T LET GO OF THE ***PAIN*** I'M FEELING BY LOSING YOU AGAIN... LOSING THE DREAM.

I KNOW MARY JANE IS RIGHT. I ***NEED*** TO TELL AUNT MAY SOMETHING... BUT I'M SO *AFRAID*... SHE'S BEEN THROUGH SO *MUCH*...

HOW CAN I RISK BEING THE CAUSE OF MORE PAIN IN HER LIFE? WHAT AM I SUPPOSED TO DO?

EVERY-THING'S ALL *TANGLED* UP INSIDE ME.

THE *SADNESS* I FEEL AT LOSING YOU AGAIN... THE *FEAR* ABOUT AUNT MAY... THE ANGER... *THE ANGER* I FEEL TOWARDS THE *CHAMELEON* AND WHOEVER IT WAS THAT PUT HIM UP TO ALL THIS.

RICHARD PARKER

BELOVED FATHER

MARY PARKER

BELOVED MOTHER

WHY DID YOU HAVE TO LEAVE ME ALONE?

THE LOWER EAST SIDE OF MANHATTAN...

FRANK CORTESE IS A KILLER WHO GREW UP ON THESE STREETS.

AND THEN HE DID WHATEVER IT TOOK TO GET OFF OF THEM.

HE DOESN'T KILL ANY-MORE, BUT, FOR THE RIGHT AMOUNT OF MONEY...

...HE'LL ARRANGE FOR MEN WHO DO.

SO... WHAT HAS THIS MAN DONE TO YOU, MISTER C?

THAT IS NONE OF YOUR BUSINESS, FRANK.

I WAS TOLD YOU WERE THE MAN TO SEE ABOUT HAVING SOMEONE WHACKED. CAN YOU DO IT?

FOR *THIS* KIND OF MONEY, I CAN HAVE YOUR GUY *WHACKED*, *WRAPPED* AND *PACKED*.

GOOD. BUT REMEMBER I ONLY WANT *PROS*. MERCENARIES. NO STREET PUNKS. I WANT GUYS THAT KNOW HOW TO *HANDLE*. I'LL PROVIDE THE WEAPONRY. YOU HAVE THE ADDRESS. HAVE YOUR SOLDIERS PICK UP THE WEAPONS WITHIN THE HOUR.

THEY'LL BE BRIEFED ON WHAT IS *EXPECTED* OF THEM NEXT WHEN THEY GET THERE.

NOT A PROBLEM, MISTER C.

SEE THAT IT'S NOT.

OUT

COME, LITTLE SPIDER...

...AND ENTER...

...MY *WEB*!

SPIDER-MAN IS A MAN OBSESSED.

THE OBSESSION, FUELED BY THE ANGER HE FEELS TOWARD THE CHAMELEON, IS UNLEASHED UPON THE CRIMINAL ELEMENT OF NEW YORK CITY.

THE OBSESSION CAUSES HIM TO DEAL WITH THOSE WHO GET IN HIS WAY WITH MORE SEVERITY THAN IS HIS CUSTOM.

SPIDER-MAN WANTS THE CHAMELEON.

AND HE IS WILLING TO GO ANYWHERE...

...AND DO ANYTHING...

...TO FIND HIM.

FOLLOWING THE SLIGHTEST LEAD...

...SQUEEZING THE WEAKEST CLUE FROM MEN WHO HAVE CHEATED, STOLEN AND MURDERED...

...SPIDER-MAN FEELS HIMSELF COMING CLOSE TO LOSING CONTROL.

HE FEELS HIMSELF PREPARING TO CROSS A MORAL LINE THAT HE HAS SET FOR HIMSELF.

THE LINE IS WHAT SEPARATES HIM FROM OTHERS... LIKE THE PUNISHER.

IT IS A LINE THAT HE CANNOT BRING HIMSELF TO CROSS.

DEEP WITHIN HIMSELF HE REGRETS THIS.

HE QUESTIONS WHETHER IT IS HIS STRENGTH...

...OR HIS GREATEST FAILING.

I'M COMING FOR YOU, CHAMELEON.

THE UPPER WEST SIDE OF MANHATTAN...

SPECIAL AGENT CONNOR TREVANE HAS BEEN WOKEN OUT OF A SLEEP BY INSTINCTS REFINED LONG AGO.

WHAT THE--?

THE ROOF.

YEAH. I NEED THIS.

A FEW MINUTES LATER...

YOU COMING TO MY APARTMENT WAS NEVER PART OF THE DEAL.

I OWE YOU FOR MY SON'S LIFE, BUT WE ARE THROUGH DOING BUSINESS.

SORRY, CONNOR. THIS IS PERSONAL. I NEED YOUR HELP.

YEAH, I'VE HEARD YOU'VE BEEN TEARING UP THE TOWN. MAYBE I SHOULD BE ARRESTING YOU.

DIDN'T GET YOU ANY-WHERE, Huh? THE HEAVY-HANDED METHOD RARELY WORKS. SO NOW YOU COME TO ME.

I DON'T KNOW ANYONE ELSE THAT HAS ACCESS TO YOUR KIND OF INFO. YOU'RE MY ONLY CHANCE.

WHAT IS THIS ABOUT?

NOT WHAT... WHO!

OKAY, WHO?

YOU EVER HEAR OF THE CHAMELEON?

EVERY LAW ENFORCEMENT AGENCY IN THE *COUNTRY* WANTS TO GET THEIR HOOKS INTO THAT GUY.

THE PROBLEM IS MAKING IT *STICK*. HARD TO FIND ANY WITNESSES TO IDENTIFY A GUY WHO CAN CHANGE HIS *APPEARANCE* AT A WHIM.

GOT ANY CURRENT LEADS FOR ME?

LOOK, I'M AN OFFICER OF THE *LAW*. AND *YOU*...? I DON'T KNOW *WHAT* YOU ARE! I CAN'T KEEP FEEDING YOU INFORMATION. IF SOMETHING WENT WRONG, I'D BE AN ACCESSORY TO...

THIS IS AS PERSONAL TO ME AS WHAT HAPPENED TO YOUR SON IS TO YOU.

WHAT DID THE CHAMELEON DO TO YOU?

I CAN'T TELL YOU.

YOU KNOW, THIS RELATION-SHIP IS LOOKING VERY ONE-SIDED TO ME. IT'S GOT TO STOP. TONIGHT. AGREED?

WE CAN TRY.

FIFTY CENTRAL PARK EAST. THE *CHAMELEON*'S BEEN GETTING *SLOPPY*. HE'S BEEN SPOTTED WALKING AROUND TOWN.

SOMETHING... MAYBE *YOU*... HAS HIM *SPOOKED*. I HAVE A FEW *POSSIBLE* ADDRESSES. I DON'T KNOW. AND I DON'T *WANT* TO KNOW AFTER TO-NIGHT. IF ANYONE GETS *HURT*... I'M COMING AFTER YOU.

HOPE IT NEVER COMES TO THAT, CONNOR.

YEAH...

... ME, TOO.

A SHORT TIME LATER IN AN EXCLUSIVE NEIGHBORHOOD LOCATED ON MANHATTAN'S UPPER EAST SIDE

FIRST THE CHAMELEON HAD THAT *ESTATE* OUT IN NEW JERSEY AND NOW A *BROWNSTONE* ACROSS FROM CENTRAL PARK.

SEEMS LIKE THE BAD GUYS ALWAYS HAVE THE MOST EXCLUSIVE ADDRESSES.

WHOA!

LOOKS LIKE TREVANE'S SOURCES ARE GOOD.

OH, WELL...

"...THERE GOES THE NEIGHBORHOOD."

SPIDER-MAN!

THE "EASY MONEY" CORTESE IS PAYING US--IS FOR TAKING OUT *SPIDER-MAN?*

QUIT BELLYACHIN', JACKSON! WE DIDN'T ASK ANY QUESTIONS WHEN THE MAN HANDED US THE MONEY AND THE ORDNANCE.

LET'S JUST DO THE JOB BY THE *NUMBERS.*

THIS IS GOING TO GET *NASTY.*

GOT TO TAKE THE FIGHT *AWAY* FROM THESE HOUSES.

WE'VE GOT HIM ON THE RUN! HE'S HEADING FOR THE *PARK!*

OH, NO! NOT *GUNS!* HOW WILL I *EVER* GET AWAY?

TAKE HIM DOWN BEFORE HE MAKES IT TO THE...

...TREES.

HE'S DIS-APPEARED.

LET'S FAN OUT AND FIND HIM.

WE'VE BEEN THROUGH THIS TYPE SCENARIO A DOZEN TIMES BE-FORE.

SOUTH AMERICA, THE MIDDLE EAST, EUROPE...

HE'S JUST A GUY WITH A FANCY COSTUME.

NO WEAPONS.

UNTRAINED.

YOU KNOW HIS REP HAS GOT TO BE *OVER-RATED.*

SO LET'S JUST GET THIS OVER, COLLECT THE REST OF OUR CASH AND GO GRAB A BEER--?

JACKSON! MARTINEZ! WHERE THE--?

COME ON, YOU CLOWN...

...I'M WAITING FOR...

...YOU!?

HOW NICE OF YOU TO WAIT.

OH, JEEZ--

AND THREE SECONDS LATER...

NOW...

...TIME FOR *ME* TO GET INTO *YOUR* LIFE, *CHAMELEON.*

HALF AN HOUR LATER...

WHAT'S THIS?

WHERE ARE THE MEN CORTESE WAS TO SEND ME?

WHAT HAVE THEY...

...DONE?

CORTESE WILL PAY DEARLY FOR THIS FAILURE.

HE AND ALL THOSE WHO HAVE ALLOWED ONE OF MY SAFE HOUSES TO BE PENETRATED BY...BY...

...THE SPIDER!

THIS IS ONLY THE BEGINNING, CHAMELEON! YOU DON'T HAVE ENOUGH FACES TO HIDE BEHIND!!

LOOK WHAT HE HAS *DONE* TO US, SERGEI.

HOW AM I TO CRUSH THE SPIDER?

WHAT AM I TO DO WITHOUT *YOU*?

THROUGH THE YEARS YOU WERE *THERE* FOR ME...

...WE WERE THERE FOR EACH *OTHER*.

SO MANY YEARS HAVE GONE BY.

YOU WERE MY GREATEST *FRIEND*.

YOU TREATED ME AS I *DESERVED* TO BE TREATED.

UNTIL THE *SPIDER* CAME ALONG AND TOOK YOU AWAY.

WHAT AM I TO DO NOW, *KRAVEN*?

AT THAT MOMENT IN THE QUEENS HOME OF MAY PARKER...

THIS STORM IS RATTLING MY NERVES.

JUST FEEDING INTO THE FEELING I HAVE THAT SOMETHING IS TERRIBLY *WRONG*.

PETER HAS BEEN ACTING SO *STRANGE* LATELY. AND I *KNOW* IT HAS TO DO WITH *MARY* AND *RICHARD*.

PETER IS SUCH A SENSITIVE BOY. IF THOSE TWO HAVE DONE ANYTHING TO *HURT* HIM, I'LL--

OH, MY...

PETER!

YOU GET IN HERE RIGHT THIS MINUTE BEFORE YOU CATCH YOUR DEATH OF COLD!

A FEW MINUTES LATER...

DRINK YOUR TEA NOW, DEAR, AND TELL ME WHAT'S THE MATTER.

CAN'T PUT IT OFF ANY LONGER.

COULDN'T EVEN WAIT FOR CHAMELEON TO SHOW AT HIS PLACE. DIDN'T KNOW WHEN, OR *IF*, HE WOULD.

GOT TO *DO* THIS. *TELL* HER.

PETER?

PETER! *PLEASE* TALK TO ME.

YOU HAVE NO IDEA WHAT SEEING YOU LIKE *THIS* IS DOING TO ME! WHAT'S *WRONG*, DEAR?

AUNT MAY... IT'S MY PAR--

IT'S ABOUT THE PEOPLE WHO WERE *CLAIMING* TO BE MY PARENTS.

YOU WERE *RIGHT* TO BE SUSPICIOUS ABOUT THEM.

THEY WERE *IMPOSTORS*... I FOUND OUT ABOUT THEM AND THEY...

THEY WENT AWAY.

PLEASE DON'T TAKE THIS TOO HARD, I COULDN'T *BEAR* IT IF SOMETHING HAPPENED TO YOU.

I'M SO SORRY, PETER.

AUNT MAY, ARE *YOU* ALL RIGHT?

RELIEVED IS WHAT I AM.

I THOUGHT SOMETHING HAD HAPPENED TO *MARY JANE* WITH THE WAY YOU WERE ACTING.

BUT YOU, DEAR... YOU MUST BE DEVASTATED.

WELL, WE'LL JUST FIND YOU SOMETHING *WARM* TO WEAR AND THEN YOU AND I WILL SIT RIGHT DOWN AND TALK ABOUT THIS WHOLE AWFUL THING.

PETER, YOUR PARENTS... YOUR *REAL* PARENTS... IF THEY KNEW THE FINE MAN YOU'VE GROWN UP TO BE... WOULD BE AS PROUD OF YOU AS I AM.

THEY WILL BE, AUNT MAY. THEY *WILL* BE!

I'M *READY* NOW, CHAMELEON. I'M STILL COMING FOR *YOU*.

"PURSUIT" CONTINUES IN SPECTACULAR SPIDER-MAN #211!!!

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OCTOBER 1993

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THE GUIDE TO COMICS

"TRICK OR TREAT?"

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PURSUIT

PART TWO

the SPECTACULAR SPIDER-MAN®

Joe Bruno

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: THE SPECTACULAR SPIDER-MAN

Stan Lee PRESENTS

PURSUIT Part 2

FACE VALUE

...BUT I'M LOOKING FOR A LOW-LIFE CREEP NAMED THE CHAMELEON!

YOU BOYS HAVE HIRED YOURSELVES OUT TO EVERY TWO-BIT HOOD TO EVER CRAWL OUT FROM UNDER A ROCK.

MAYBE YOU'RE HIRED OUT TO *HIM!*

RAT-A-TATTA-TATTA

THWIPP

THWOK

PUNCH

PUNCH

PUNCH

MIKE LACKEY writer
SAL BUSCEMA artist
JOE ROSEN letterer
BOB SHAREN colorist
MARK POWERS cowboy
DANNY FINGEROTH group editor
TOM DeFALCO chief

SPILL WHAT YOU KNOW OR SPILL *TEETH.*

WE DON'T KNOW *WHERE* HE IS! *HONEST!*

WORD'S OUT THAT HE'S OFFERING A *MILLION BUCKS* TO THE GUYS WHO CAN WHACK YA, BUT TO BE HONEST, IT JUST AIN'T *WORTH* IT!

IF THOSE HIGH-TECH *HITMEN* COULDN'T DO IT*, WHAT MAKES YOU THINK *WE* COULD?

*SEE PURSUIT PART 1 IN SPIDER-MAN #45. --MARK

GREAT. *ANOTHER* DEAD END.

AFTER GOING TO THE TROUBLE OF TRACKING DOWN CHAMELEON'S FIRST *SAFE HOUSE*, AND SUBSEQUENTLY TRASHING IT...

...I'M REALLY NO CLOSER TO GETTING MY GLOVED HANDS AROUND THAT PUTTY-FACED CREEP'S NECK.

THWIPP

THWIPP

WELL, IF YOU *SHOULD* HEAR FROM THAT WORM, YOU TELL HIM THAT IF HE WANTS TO KEEP UP THIS CAT AND MOUSE GAME... *FINE!*

THWIPP

BECAUSE THE AMAZING SPIDER-MAN *IS* THE BETTER MOUSETRAP!

CRASH!

HATE HIM!

CRUNCH!

POLASKI TOWERS, IN THE PENTHOUSE REFUGE OF ONE OF THE CHAMELEON'S MANY ALIASES, RETIRED DETECTIVE TERRY MARTIN...

CRASH

SMASH

I *HATE* SPIDER-MAN! HE RAN *ROUGH-SHOD* THROUGH MY HIGH-PRICED MUSCLE!

HE TRACKED DOWN MY *FIRST* SAFE HOUSE, AND HE'LL TRACK ME DOWN *HERE!*

IT'S JUST A MATTER OF TIME!

KSSHH

...MORE *VIOLENT* VIGILANTE ACTIONS FROM REPUTED "SUPER-HERO" KNOWN AS *SPIDER-MAN.*

EH?

...THEN HE SAID, "I'LL FIND THAT LOW-LIFE LIZARD AND--!"

"LOW-LIFE"?!

BLAMM

THAT INSOLENT *BUG* TAKES AWAY MY *BEST FRIEND*-- MY *ONLY* FRIEND-- AND HAS THE *NERVE* TO THROW *INSULTS?*

KNOCK KNOCK

HEY, KEEP IT DOWN IN THERE!! SOME OF US ARE TRYIN' T' *SLEEP!!*

MY... NEIGHBORS...

SHOULD'VE *RECORDED* MARTIN'S VOICE BEFORE I *RETIRED* HIM.

DESPITE MY ABILITY TO *MIMIC* THE LIKENESS OF ANY HUMAN BEING...

...THE ACTUAL *ACTING* IS *NERVE WRACKING.*

WE'VE HAD THIS CONVERSATION *BEFORE*, DETECTIVE. THE *TENANTS BOARD* FROWNS ON RABBLE-ROUSERS.

SORRY, *DICK*. BUT SOME ACTOR FRIENDS FROM *LES MIZ* POPPED IN AND BEGAN AN *IMPROMPTU* PERFORMANCE...

...AND THINGS GOT A LITTLE OUT OF HAND.

LES MIZ? YOU THINK YOU COULD GET ME TICKETS? THE WAIT FOR THEM IS NUTS!

SURE, DICK, I'LL SEE WHAT I CAN DO. G'NIGHT.

MUST REMAIN CALM. COLLECTED... *FOCUSED*. FOR THE SAKE OF THE *PLAN*.

FOCUS IS THE MOST IMPORTANT THING.

THE *ONLY* THING.

OH, *SERGE!*, I'M... SO ALONE. IF ONLY YOU WERE STILL HERE... YOU'D KNOW HOW TO MAKE THIS WORK. BUT WITHOUT YOUR GUIDANCE, I'M *NOTHING*!

WHY DID I EVER LISTEN... TO *HIM*?!

SPIDER-MAN ON MY TRAIL IS BAD ENOUGH, LET ALONE COPING WITH LIGHT-SLEEPING NEIGHBORS. I SHOULD'VE JUST *SHOT* THAT NOSEY--!

OF *COURSE*! AN *ASSASSIN*! IT'S *PERFECT*!

DOUBTFUL HE'LL FINISH THE SPIDER OFF, BUT IT COULD BE JUST ENOUGH OF A DISTRACTION TO BUY ME TIME FOR THE *NEXT PHASE* OF MY...

I MEAN, *OUR* SINISTER PLAN!

ELSEWHERE...

CAN'T TALK NOW, MARY JANE...

PLEASE, PETER! YOU CAN'T KEEP PUSHING YOURSELF LIKE THIS. YOU NEED TO REST. YOU'RE BECOMING UNGLUED!

AT LEAST PUT ON A DRY COSTUME... THAT ONE STINKS!

COME ON, PETER... YOU'RE MAKING LIKE THE PROVERBIAL BRICK WALL!

SHARE YOUR PAIN! KEEPING IT BOTTLED UP ISN'T GETTING US ANYWHERE.

I'M NOT BOTTLING UP ANY-THING, MJ. I'M JUST SAVING IT...

...SAVING IT FOR THE CHAMELEON!

AND WHAT ARE YOU GOING TO DO WHEN YOU CATCH HIM, PETER? KILL HIM?

IS THAT IT? ARE YOU GOING TO THROW YOUR LIFE AWAY FOR REVENGE?

WHAT ABOUT AUNT MAY? SHE MAY BE HIDING HER FEELINGS RIGHT NOW, BUT SHE NEEDS YOU. I NEED YOU!

I KNOW YOU'RE HURTING, PETER. MAY'S HURTING. I'M HURTING TOO--

WHAT DO YOU KNOW ABOUT PAIN? ABOUT LOSS? ABOUT SACRI-FICE? ALL YOU'VE EVER DONE IS RUN FROM THE HURT!

WHY DON'T YOU GO OUT DANCING? I'VE GOT THINGS TO DO!

GREAT, PETER. YOU HAVE THE TIGHTS AND THE SUPER-POWERS TO HELP YOU DEAL WITH YOUR GRIEF.

BUT WHAT ABOUT ME?

MEANWHILE...

NICE PLACE FOR AN *EX-COP.*

MY ACCOMMODATIONS ARE *NOT* THE ISSUE HERE. *TRACER* IS.

YOU KNOW, AS A RETIRED OFFICER, I CAN'T *STAND* TO SEE VIGILANTES LIKE SPIDER-MAN RUNNING FAST AND LOOSE OVER OUR GREAT LEGAL SYSTEM.

WHAT EVER HAPPENED TO *DUE PROCESS*? THIS ISN'T THE OLD WEST!

THAT'S WHY I'M USING MY PENSION FUNDS TO FINANCE YOUR *TAILOR GROUP'S* BRINGING THE WALL-CRAWLER TO JUSTICE... OR BETTER YET, AN EARLY GRAVE.

YOU DON'T HAVE TO SELL ME ON THE CONCEPT, SIR.

TAKING DOWN SUPER-POWERED BEINGS FOR LARGE AMOUNTS OF CASH IS OUR *SPECIALTY*, WHETHER THEY BE GOOD, BAD OR INDIFFERENT.

THIS IS A TALL ORDER, SURE YOUR BOY IS UP FOR IT?

MORE THAN YOU CAN KNOW.

WE'VE BEEN RUNNING SPIDER-MAN SIMULATIONS FOR *MONTHS** --UTILIZING A SMART TARGETING GAS PELLET SPECIFICALLY CREATED TO USE AGAINST HIM.

TRACER CUSTOM-DESIGNS SPECIAL WEAPONRY FOR EACH CASE HE TAKES ON. NEW CASES HAVE A MONTH'S START-UP TIME *AT LEAST*, BUT WE CAN GET COOKING ON THIS IMMEDIATELY!

I SHOULD HOPE SO.

I TRUST *DISCRETION* IS PART OF WHAT I'M *PAYING* FOR. IF THIS WHOLE SORDID BUSINESS WAS TO GET BACK TO ME, I'D BE *TOAST.*

NOT TO WORRY, SIR. WE MADE QUICK WORK OF *DEATHLOK*, AND WE'LL DO THE SAME FOR SPIDER-MAN!

*SEE DEATHLOK ANNUAL #2. --MARK

NOW, ABOUT OUR FEE...

FEEL LIKE A *CLASS-A HEEL* FOR HOW I SPOKE TO MARY JANE, BUT SHE JUST DOESN'T *GET IT!*

I DON'T WANT TO *SHARE* MY FEELINGS... I WANT TO *VENT* THEM...

MY WHOLE *WORLD'S* BEEN TURNED *UP-SIDE DOWN* HERE. MY *PARENTS* TURN OUT TO BE STRANGE AUTOMATONS SICCED ON ME BY MY *OLDEST FOE...*

...UP AND DOWN CHAMELEON'S UGLY FACE!

...AUNT MAY IS *HIDING* HER PAIN WELL, LIKE THE PROVERBIAL *CAMEL*, JUST *WAITING* FOR THAT ONE LAST STRAW TO BREAK HER BACK.

MARY JANE IS *BOUND* TO GO BACK TO SMOKING WITH ALL THE STRESS, NOT TO MENTION MY PAIN...

...THE UNBELIEVABLE *HURT*, OF LOSING MY MOTHER AND FATHER FOR A *SECOND* TIME.

I'M *DETERMINED* TO MAKE THE CHAMELEON *PAY* FOR THIS...

...EVEN IF I HAVE TO TEAR THIS CITY APART BRICK BY BRICK!

WHAT BITTER IRONY.

I RUN ANTI-SPIDER-MAN EDITORIALS FOR *YEARS*, OFTEN TO THE *DETRIMENT* OF MY *PAPER* AND ITS *REPUTATION*...

...AND NOW THAT I'VE SET MY PAPER ON A *BOLD* NEW EDITORIAL DIRECTION *FREE* FROM *TABLOID* REPORTING, THAT LEOTARD-WEARING *GOON* GOES ON A *RAMPAGE!*

WHERE'S THE *JUSTICE?* MY MOMENT OF VINDICATION AND I CAN'T *ENJOY IT!*

MEN LIKE SPIDER-MAN MAY EXIST *OUTSIDE* THE LAW, BUT THEY AREN'T *ABOVE* IT. DOZENS OF UNCONFIRMED REPORTS OF HIS *VIGILANTE* ACTIONS ARE *POURING* IN.

HE SOUNDS OUT OF CONTROL-- *DANGEROUS.* I...I NEVER THOUGHT HE'D...

DAILY BUGLE

SPIDER-MAN ON THE RAMPAGE

MAYBE I ALWAYS HOPED THAT EVEN THOUGH HE ACTED RECKLESSLY, THAT HE REPRESENTED THE *BEST* OF US.

JUST *ANOTHER* DISAPPOINTMENT.

THE BLAZES WITH SPIDER-MAN. HE'S THE LEAST OF MY PROBLEMS. THIS WHOLE MESS WITH *MARLA* HAS TAKEN THE STARCH OUT OF ME.

I SHOULD GIVE HER A CALL...AND I *WILL*...

...ONCE I'M THROUGH WITH THIS PIECE!

I WAS *WISE* TO CHOOSE A POLICE DETECTIVE AS ONE OF MY MANY *ALIASES*. THE LATE DETECTIVE'S RECORD KEEPING WAS *IMMACULATE*.

THE *ACCESS CODES* TO CERTAIN *SENSITIVE* DOCUMENTS ARE *MORE* THAN USEFUL IN TIGHTENING THE NOOSE AROUND SPIDER-MAN'S *NECK*!

EXCELLENT! THIS *MODEM* HOOKS ME UP WITH ALL THE INFORMATION I NEED TO ARRANGE A FULL SCALE *PRISON BREAK*!

PRISON TRANSPORT SCHEDULE

SEARCHING

SO EASY A FOOTMAN COULD'VE DONE IT.

YOU *CAN'T* KEEP RUNNING OVER PEOPLE LIKE THIS, SPIDEY.

IF I KEEP THIS UP, I'LL END UP REALLY *HURTING* SOMEBODY ...MAYBE EVEN *KILLING* SOMEBODY.

I'M USING MY POWERS IRRESPONSIBLY. MAYBE I REALLY *AM* A MENACE.

I'VE *GOT* TO BE MORE CAREFUL. I'M NOT *LIKE* THE *PUNISHER*.

I'M NOT GONNA CROSS THAT *LINE*. I'M *NOT*!

YOU'D BETTER *PARK IT* AND *CHILL OUT*, HERO.

IF I JUST *PLOW OVER* ANYONE WHO GETS IN MY WAY, I'M *NO BETTER* THAN THE CHAMELEON!

AH, *NUTS!*

IT'S A *MIRACLE* THAT NO BY-STANDERS WERE HURT!

THESE COSTUMED CREEPS EXPECT THE POLICE TO PUT UP WITH VIGILANTE HEROICS WHEN INNOCENT BYSTANDERS ARE PUT IN JEOPARDY?!

MAKES ME *SICK*. EVERYBODY WANTS TO PLAY IT THEIR *OWN WAY*. THE RULES ARE ALWAYS FOR THE *OTHER* GUY.

COME ON, CAP'N! IT'S NOT LIKE WE'RE TALKIN' ABOUT THE *PUNI-SHER* HERE. THIS IS *SPIDEY!*

I DON'T CARE IF HE'S THE MAN ON THE MOON! HEY, *YOU* UP THERE IN THE *TIGHTS!*

YOU WANNA SWING ON A WEB TEN STORIES UP, FIGHTING BIRD-MEN AND GUYS WITH PUMPKINS FOR HEADS... *FINE!*

BUT KEEP IT *OFF* THE STREETS!

THE *NERVE* OF THAT GUY! I'VE BROUGHT IN *PLENTY* OF SUPER-VILLAINS, AND PLENTY OF COPS GOT PLENTY OF *PROMOTIONS* BECAUSE OF IT!

I OUGHTA WEB UP THAT GUY'S FLAPPING...

JUST *LISTEN* TO YOUR-SELF, SPIDEY. YOU'RE SO OVERTIRED THAT YOU'RE NOT EVEN RATIONAL.

HEY! *SPIDER-SENSE!* WHU...?

BRAT-A-TATTA-TATTA-TAT!

WHAT THE HECK?!?

A VOLLEY OF HIGH-INTENSITY LASERS! WHO'D BE SHOOTING AT LITTLE OLD ME?!

NICE SHOOTING, TRACER! KEEP SPIDER-MAN OFF BALANCE!

WILL DO, KERRY! THIS'LL BE JUST LIKE OUR SIMULATION PROGRAM...

...SHORT AND SWEET!

RATTA-TATTA-TAT!!!

GOSH... HAVE WE MET?!

I'VE GOT TO BE HONEST, I'M REALLY IN NO MOOD FOR THIS!

FIGHTING OFF WAGE SLAVES WHO PROSTITUTE THEMSELVES FOR THE SCUM OF THE EARTH JUST ISN'T SOMETHING I ENJOY!

DON'T LISTEN TO HIM, TRACER... REMEMBER HIS M.O.!

HE'LL RUN OFF AT THE MOUTH, TRY AND GOAD YOU INTO SLIPPING UP...

NO SWEAT, KER. ACTIVATING SMART TARGETING GAS PELLETS!

WHAT? ARE YOU THROWING VITAMINS AT ME NOW?!

I ADMIT THE LASERS WERE A NICE TOUCH, BUT THIS IS JUST PLAIN...

...SILLY?

SHEESH! THEY'RE FOLLOWING ME!

THESE THINGS MUST TRACK MY HEAT SIGNATURE... OR LOCK ON TO ME AS A VISUAL TARGET!

OF COURSE, NONE OF THIS POSTULATING ANSWERS THE BIGGEST QUESTION...

...JUST WHO IS THIS NUT, ANYWAY?

IF ONLY I COULD *TALK* TO SOMEONE, MAYBE *THAT* WOULD EASE MY NERVES.

YEAH, BUT *WHO*? "HEY, AUNT MAY, ABOUT THAT WEB-SLINGING NEPHEW OF YOURS WITH THE ANDROID PARENTS..."

NAH, THAT WOULDN'T WORK.

HOW ABOUT THE *FANTASTIC FOUR*? PETER'S FRIENDS WITH *JOHNNY STORM*... MAYBE *HE* COULD OFFER SOME ADVICE.

BUT WHAT AM I GOING TO SAY, "THIS IS MRS. SPIDER-MAN. CAN JOHNNY COME TO THE PHONE?"

SAME IS TRUE WITH THE *AVENGERS*. WHAT IF THEIR ANSWERING SERVICE PICKS UP? I CAN'T VERY WELL GIVE OUT OUR HOME PHONE NUMBER!

IF ONLY I COULD FIND SOMEONE TO TALK *SENSE* INTO PETER... MAKE HIM REALIZE THAT HE'S NOT *ALONE*. BUT WHO DO YOU CALL ON WITHOUT COMPROMISING HIS GREATEST SECRET? IT'S *POINTLESS*!

I MIGHT AS WELL CALL THE *BLACK CAT*!

HEY... MAYBE THAT'S NOT SUCH A BAD IDEA.

BIP BEEP BEEP BOOP BOOP BIP-BIP-BIP

COME ON-- ANSWER! PICK IT UP, FELICIA!

BZZZ-CLICK BZZZ-CLICK

THE NUMBER YOU'VE REACHED, 555-2228, HAS BEEN *DIS*-CONNECTED!

ALONE.

I'M *TOTALLY* ALONE.

BWAAFFF

GAS!

DAZED...CONFUSED. SPIDEY-MASK IS FILTERING *SOME* OF THE FUMES, BUT I'M *STILL* CHOKING.

GOOD WORK, TRACER! HIS AGILITY WILL BE SEVERELY *COMPROMISED* BY A REDUCED OXYGEN INTAKE! FOLLOW UP!

CONSIDER IT *FOLLOWED.*

TH WO KK

UGGHH!

MISSED!

CAN'T HELP BUT WONDER IF THIS STUFF IS SIMILAR TO THE *GREEN GOBLIN'S* SENSORY DEPRIVATION GAS!

DIS-ORIENTED ...GOTTA SQUEEZE OUT A WEB TO BREAK MY FALL!

THWIPP

THWAPP

THWIPP!

GUESS NOT!

MAKES A GUY WONDER WHAT KIND OF *DIFFERENCE* HE MAKES.

HERE I AM *KILLING* MY-SELF TO MAKE THE WORLD A *SAFER PLACE*...

...WHILE GUYS LIKE THE *CHAMELEON* CAUSE NOT ONLY INDETERMINATE *PAIN* AND *SUFFERING*, BUT A WHOLE *NEW* GENERATION OF KILLERS TO BOOT!

TARGETING UNITS *LOCKED ON*...

...ACTIVATING *MOVEMENT RESTRICTION UNITS!*

FWASSHH

IMMOBILITY ENHANCERS ARE IN EFFECT.

SOME KIND OF STEEL-MESH NET! CAN'T AVOID IT! TOO GROGGY FROM THE GAS...

GREAT SHOT, TRACER! SPIDER-MAN'S *AGILITY* IS NOW EFFECTIVELY COUNTERACTED!

EFFECTIVELY COUNTER-ACTING SUPER POWERS IS WHAT I DO *BEST*, KER!

I'VE BEEN RUNNING THROUGH MY SPIDER-MAN SIMULATION TEST FOR *MONTHS* COVERING EVERY IMAGINABLE SITUATION.

THIS BOY IS RED AND BLUE TOAST!

K-KLIK

THAT DOESN'T SOUND GOOD!

UPTOWN.

BY NOW, SPIDER-MAN SHOULD BE ENGAGED WITH TRACER...

...GIVING *ME* THE PERFECT OPPORTUNITY TO MOVE TO *ANOTHER* SITE, ESPECIALLY SINCE THE *NEXT* PHASE OF OUR LITTLE ... PROJECT IS IN PLACE.

I'M *DOING* IT, SERGEI! I *AM* STANDING UP TO OUR COMMON TORMENTOR... AND THE TIME OF HIS **DEATH** IS AT HAND!

AND IF TRACER SHOULD NOT MERELY *DELAY* AND *TIRE* SPIDER-MAN... BUT ACTUALLY *KILL* HIM...

...THEN ALL THE *BETTER*.

HE'S GOT THE GUNS, THE WEAPONRY... THE ARMOR... AND THE MISDIRECTED SENSE OF *GREED* THAT LETS MEN DO THE UNSPEAKABLE WHILE JUSTIFYING THEIR ACTIONS WITH A PAYCHECK.

BLAST YOU, KRAVEN.

I--I WISH I WAS DEAD AND *YOU* WERE IN MY SHOES.

ONLY ONE CHANCE, SPIDEY... GOTTA MAKE IT COUNT!

EAT WEBS, TIN-HEAD!

THWIPP

CAN'T SEE! I'VE LOST VISUAL CONTACT!

THWAPP

STAY COOL, TRACER!

YOUR VISOR'S SPECIALLY TREATED TO REPEL STICKY SUBSTANCES.

R-R-RIPP

RIGHT.

STILL PLAYING THE STRONG, SILENT TYPE, HUH?

THAT'S OKAY BY ME. I HATE THOSE LONG, BORING SUPER-VILLAIN SPEECHES.

SKRAKK

IMPRESSIVE, ISN'T IT?

HEY, WITH RADIO-ACTIVE ADRENALINE RACING THROUGH YOUR SPIDER-STRENGTH ENHANCED SYSTEM, YOU'D BE ABLE TO OVERCOME THE EFFECTS OF POISON GAS, TOO!

SHUT UP!

BLAST IT, TRACER! MAINTAIN VERBAL ABSTINENCE AT ALL TIMES!

SORRY, BUT HE GETS ME SO MAD...!

PUT THAT THING DOWN!

ARRGH!

THWAK

HAVEN'T YOU HEARD OF THE BRADY BILL?

TAKE BACK THE *INITIATIVE!* GIVE SPIDER-MAN A *FACEFUL* OF HEAVY ORDNANCE!

I *HATE* BEING ON THE *DEFENSIVE!*

BRATTA-TATTA-TATTA-TATTA

YOU IDIOT! THERE ARE *PEOPLE* DOWN BELOW!

SPIDER-SENSE! ROOF'S GIVING WAY... GONNA...

FRUNCH

BLAST! NOW *INNOCENTS* ARE IN DANGER--HAVE TO GET SPIDER-MAN *AWAY* FROM THEM!

...COLLAPSE.

=UNNH=...! AT LEAST NONE OF THESE CIVILIANS GOT HURT...

BETTER *CLEAR OUT,* FOLKS! THIS WON'T BE *PRETTY!*

GOTTA END THIS FAST... TAKE THE FIGHT AWAY FROM THESE POOR JOES!

I'M READING SOME MINOR *SYSTEMS DAMAGE,* TRACER! *EXFILTRATE!*

NO WAY I'M TURNING MY BACK ON THESE PEOPLE, KER!

HIGH VOLTAGE GRAPPLER IS IN EFFECT!

FWIPP

GET READY TO PICK UP ONE DEEP-FRIED SPIDER!

KA-ZAAPPPPPP

THIS IS BAD!

MIGHT'VE STOOD A CHANCE AGAINST THIS HAM AND EGGER IF I HADN'T RUN MYSELF SO RAGGED.

IF I HAD JUST GOTTEN SOME REST... SOME FOOD.

NOW I'M GONNA DIE AMIDST A THOUSAND YELLOW POLKA DOT DRESSES. SHOULD'VE LISTENED TO MARY JANE!

MARY JANE!

OKAY, JERK! THE KID GLOVES ARE OFF!

GEE, I SEEM TO HAVE BROKEN YOUR ELECTRO-GIZMO. SORRY...

...NOT!

POW!

YOU HAD HIM ON THE ROPES! KEEP ON HIM, TRACER!

TRACER! ANSWER ME!

KER... MAJOR SYSTEMS FAILURE HERE.

CRUNCH

HIS FIGHTING STYLE... UNLIKE ANYTHING WE HAVE ON FILE.

EXPECTED... PREPARED FOR A HAPPY-GO-LUCKY DO-GOODER.

NOT SOMEONE LIKE THIS, A BRUTAL, BLUDGEONING MADMAN! IT WASN'T SUPPOSED TO BE LIKE THIS!

IT'S LIKE I'M FIGHTING A COMPLETELY DIFFERENT SPIDER-MAN!

OKAY, MYSTERY MAN... YOU'RE *TWO SECONDS* AWAY FROM BECOMING A MYSTERY *SMEAR.*

I'D SUGGEST SPILLING YOUR GUTS RIGHT NOW SO I DON'T HAVE TO SPILL YOUR *BRAINS* LATER!

SHUT UP. SHOOT ME IF YOU'RE GONNA.

I'LL *NEVER* TALK.

DON'T BE IN SUCH A HURRY TO MEET THE PROVERBIAL MAKER.

LET'S START WITH AN *EASY* ONE... WHERE'S THE GUY WHO HIRED YOU?

KER... I'M PINNED DOWN HERE. PULL ME *OUT!*

ROGER THAT, TRACER!

LISTEN, *BUCKET HEAD,* I FIGURE THAT IT WAS THE *CHAMELEON* WHO HIRED YOU! YOU'RE PROBABLY MY *TWENTIETH* FIGHT TODAY!

THE CHAMELEON? THAT *PUTTY-FACED* CREEP? NO WAY *TRACER* WORKS FOR SUPER-POWERED *SCUM,* SPIDER-MAN!

TRACER, HUH? OKAY... LISTEN!

THIS IS A GUY WHO *SPECIALIZES* IN DISGUISE... HE CAN LOOK LIKE ANYBODY! YOU, ME... WHOEVER! THE LONGER HE REMAINS FREE, THE MORE INNOCENT PEOPLE *DIE!*

I'M TELLING YOU, TRACER. YOU'VE BEEN SUCKERED! *THINK* ABOUT IT!

YOU'VE GOT ALL THAT HIGH-TECH STUFF IN THAT HAT OF YOURS!

RUN A CHECK ON THE *NAME* OF THE GUY THAT HIRED YOU!

GO ON-- *DO IT!*

HOW *COULD* A RETIRED COP AFFORD A PENTHOUSE AT POLASKI? HOW COULD HE OFFER A COOL MIL FOR MY SERVICES?

ALL RIGHT, SPIDER-MAN, THERE *IS* A DISCREPANCY IN OUR FILE.

PREPARE FOR *DUST OFF,* TRACER!

MARTIN, TERRANCE D.

DECEASED 7-16-92

THE NAME IS *MARTIN.* DETECTIVE TERRY MARTIN, IN THE PENTHOUSE SUITE OF POLASKI TOWERS.

LET'S WORK TO-*GETHER*... TAKE THE CHAMELEON *DOWN!*

PERHAPS WE'LL MEET AGAIN.

THAT COULD'VE GONE BETTER.

WE'VE REALLY UNDERESTIMATED SPIDER-MAN, BUT WE WON'T BE SO RECKLESS NEXT TIME.

HEAD BACK TO THE TAILOR LABS, AND RE-WORK THE SIMULATOR. WE'LL COME BACK FOR THIS SPIDER-MAN ANOTHER DAY.

KSSHHH

POLASKI TOWERS.

GAME'S OVER, CHAMELEON!

I'M TOO LATE. I'VE MISSED HIM.

AND TO THINK I LET TRACER ESCAPE-- EXPECTING TO CORNER THE GREATER OF TWO EVILS HERE!

HUH? WHAT'S THIS?

THIS ISN'T THE BEGINNING ANYMORE. AND IT'S NOT THE END. BUT IT IS THE END OF THE BEGINNING!

IT'S FINALLY HAPPENED.

THE CHAMELEON AND I AGREE ON SOMETHING.

CRUD.

SLAM

PETER!

ARE YOU ALL RIGHT? WHAT HAPPENED TO YOUR MASK?!

NEVER MIND. IT DOESN'T *MATTER.*

JUST *STAY* WITH ME. *TAKE MY HAND.*

DO IT, PETER. TAKE MY HAND... *PLEASE!*

I...I...

...I JUST CAME BACK FOR ANOTHER *MASK.*

PURSUIT CONTINUES IN WEB #112-- ON SALE IN ONE WEEK!

36

DC'S ZERO HOUR
WHO LIVES, WHO DIES, AND WHO CHANGES

JACK KIRBY
THE LIFE OF A LEGEND

SPIDEY'S IN DEEP...

WIZARD

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THE GUIDE TO COMICS

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MARVEL COMICS

TM

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112
MAY

APPROVED BY THE COMICS CODE AUTHORITY

PURSUIT

PART THREE

WEB OF SPIDER-MAN®

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: WEB OF SPIDER-MAN™

THEY SAY THAT ANYTHING AND EVERYTHING CAN BE *FOUND* SOMEWHERE IN THE HEART OF *TIMES SQUARE.*

BUT A *REINFORCED POLICE-BUS* TRANSFERRING CONVICTED CRIMINALS FROM *DOWNTOWN CENTRAL BOOKING...*

...IS STILL AN *UNUSUAL* SIGHT.

--RETURN TO OUR PROGRESS REPORTS ON *SPIDER-MAN'S* SUDDEN *RAMPAGE* AGAINST *NEW YORK'S* UNDERWORLD AFTER THESE MESSAGES*...

* SPIDER-MAN #45 AND SPECTACULAR SPIDER-MAN #211.--ERIC

TURN DOWN THE RADIO, *BARRY...*

...YOU'RE *SCARING* OUR PASSENGERS.

SOUNDS LIKE YOU LOWLIFES ARE *LUCKIER* THAN THE CROOKS ON THE STREET TONIGHT...

...AT LEAST UNTIL YOU'RE ALL TUCKED INTO YOUR *NEW CELLS* ON *RYKER'S ISLAND.*

IF WE EVER GET THERE FROM HERE...

...WHAT'S WITH THIS RIDICULOUSLY *LONG* ROUTE, BARRY?

JUST DETOURING *AROUND* THE LATEST POT-HOLE RENOVATIONS, BUDDY...

...STRAIGHT *INTO* THE USUAL GRIDLOCK.

BUT I'VE BEEN WORKING ON AN *ALTERNATE PLAN...*

...AND IT'S A *REAL KILLER.*

FOLLOWED THE LAST REPORT TO *SPIDER-MAN'S* MIDTOWN *VICINITY...*

...AND HE'S ALREADY *HOMING IN* ON THE *SPIDER-TRACER* I'M CARRYING.

NEW YORK CITY

MAN WHO SUPPLIED THE TRACER ORIGINALLY--TO USE AGAINST OUR *MUTUAL ENEMY*--SUGGESTED I *SAVE* IT FOR THE ENDGAME...

...AND I--THE *CHAMELEON*--AM ABOUT TO DECLARE *CHECKMATE.*

PRISON TRANSFER SCHEDULE I ACCESSED THROUGH MY LAST ALIAS PUT ME IN PERFECT POSITION...

...TO *SLAM THE BRAKES* ON SPIDER-MAN'S RELENTLESS PURSUIT--

WHP

"--*HARD*--

SKRAATCH

"--UNTIL I CAN *TURN* THE SITUATION BACK TO MY ADVANTAGE."

UHHN...

OOHF...

HEY--!

FORGET YOUR WEAPONS AND TOSS ME THE *HANDCUFF KEYS*--

--OUR PRISONERS JUST GOT A LAST-MINUTE *PARDON*...FROM SMITH AND WESSON.

BARRY...?!

BARRY WAS *INDISPOSED* FOR THE DAY, "FRIEND"...

"...BY THE TIME *I* WAS FINISHED WITH HIM."

LOST TRACK OF HOW *LONG* IT'S BEEN SINCE I STOPPED HOME TO REARM...

...BUT I WON'T BE ABLE TO FACE *MARY JANE*--OR MYSELF--AGAIN UNTIL THE CHAMELEON *PAYS* FOR HIS VICIOUS LITTLE *PSYCHO-DRAMA* AT MY FAMILY'S EXPENSE.

SLIMEY LITTLE WORM SEEMINGLY RESURRECTED *PETER PARKER'S* "PARENTS" JUST SO HE COULD TURN THEM AGAINST *SPIDER-MAN* IN THE END--

--AND I'M AFRAID *AUNT MAY* HASN'T EVEN BEGUN TO *DEAL* WITH THE UGLY TRUTH YET...

...THE TRAGIC LOSS.

"SIX MORE MUGGERS AND TWO STRAY CARJACKERS UNDER MY BELT ALREADY SINCE I LOST CHAMELEON'S TRAIL AT HIS LAST SAFEHOUSE...

"...AND NOW I'M CHASING A SPIDER-TRACER THAT I CAN'T EVEN IDENTIFY STRAIGHT TO THIS AREA--"

HOLY...!

POOM

YAAEEE!

EVERYBODY THAT KNOWS WHAT'S GOOD FOR 'EM IS CLEARING OUR PATH ALREADY, GUYS...

...SPREAD OUT IN DIFFERENT DIRECTIONS AND KEEP MOVIN'!

COPS CAN'T CATCH ALL OF US!

STA

SPIDER-SENSE WARNED ME OF DANGER AS I GOT CLOSER-- AND MOST SEASONED NEW YORKERS STARTED RUNNING AS SOON AS THE PRISON-BUS SKIDDED--

--BUT THIS IS TOTALLY OUT OF CONTROL!

POOM

POOM

PURSUIT
PART THREE
TRAIL'S END

TERRY KAVANAGH WRITER · ALEX SAVIUK BREAKDOWNS · BASKERVILLE & MILGROM FINISHERS · NEL YOMTOV COLORIST
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HAHA HA HA

BUS DRIVER'S *ENJOYING* THIS CHAOS WAY TOO MUCH...

WHICH MEANS THERE'S A GOOD CHANCE HE'S NOT WHO HE APPEARS TO BE.

EVEN IF THE DRIVER'S JUST ANOTHER *LOCAL LUNATIC* WITH A TWISTED SENSE OF HUMOR...

AAAAAA

IF I'M LUCKY, HE'S ANOTHER OF CHAMELEON'S *HIRED GUNS* OUT TO COLLECT THE BOUNTY ON MY HEAD...

...OR--IF *HE'S* REALLY UNLUCKY-- IT'S THE SELF-PROCLAIMED MASTER OF DISGUISE *HIMSELF!*

SKROOM

WHAT--?!

HE'S NOT YOUR AVERAGE COP.

S-SPIDER-MAN--

WH-WHAT ARE YOU DOING IN *HERE*...?!

CHAMELEON--!?

Y-YOU'RE SUPPOSED TO BE *OUTSIDE* RESCUING ALL THOSE *VICTIMS*...

VICTIMS...?!

STATE DEPT.

NO MORE VICTIMS!

YAAAAA!

CAN'T BELIEVE IT'S COME TO THIS...

VRRM

TOOK A SLEAZY COWARD LIKE CHAMELEON TO REMIND ME THAT PROTECTING INNOCENTS HAS TO BE MY FIRST PRIORITY...

...WHICH GAVE HIM THE OPPORTUNITY TO SMASH THROUGH THAT ROADBLOCK.

KRRSH

WMP

IF THESE HOTHEADED IDIOTS WERE ORGANIZED, SOMEBODY WOULD ALREADY BE HURT BY NOW-- OR WORSE--

--SO. I DON'T HAVE TIME TO BE POLITE ABOUT THIS...

POOM

...EVEN IF I SUDDENLY WANTED TO.

KWP

ALL THESE GUNS HAVE GOT TO GO...

SHRAAK

"...THEN I CAN CATCH UP WITH MY REAL TARGET!"

CONVINCED MYSELF THAT I NEED TO TAKE MATTERS INTO MY OWN HANDS AT THIS POINT, AND STOP RELYING ON OTHERS TO DO MY DIRTY WORK FOR ME...

...BUT I HAD NO IDEA WHAT KIND OF RISK I WAS REALLY TAKING.

NO WITTY BANTER, NO FINAL WARNINGS--JUST A RUTHLESS PREOCCUPATION WITH THE GUILTY OVER THE INNOCENT--

--THIS SPIDER-MAN IS PLAYING BY A WHOLE NEW SET OF RULES.

FOR A MOMENT BACK THERE, I LOST IT ALL-- CONTROL OF MY FALSE FACE. MY RESOLVE TO SEE MY VENDETTA THROUGH TO ITS CONCLUSION...

"--WHEN I SAW SPIDER-MAN *UNLEASHED.*"

WHERE'D THE *SUPER HERO* COME FROM...?!

POOM

JUST *BLOW* HIM *APART* BEFORE...

NOT A CHANCE, *PUNKS*...

WUNK

...BUT I'M MORE THAN ANXIOUS TO GET *DOWN* AND *DIRTY!*

KAZOK

CHAMELEON'S DEPENDING ON *SHEER NUMBERS* TO SUCCEED WHERE TRAINED MERCS AND ASSASSINS *FAILED*...

HAR RUG

ESTABLI

...NOT TODAY!

THWIP

THWIP

WEB-WEAPONS KEEP MY HANDS CLEAN...

TWOK

...HE MUST BE AS DESPERATE AS ME TO SEE A FINAL RESOLUTION TO THIS NIGHTMARE!

ONLY WAY WE'RE GOING BACK, BUG-BREATH...

...IS OVER A LOT O' DEAD BODIES!

THEN YOU MADE A WRONG TURN SOMEWHERE, PAL...

...BECAUSE THERE'S NOBODY HERE BUT US ANGRY YOUNG MEN.

SIMPLE ENOUGH TO HERD THE LAST OF YOUR HOMICIDAL CREW AWAY FROM THE CROWDS ...AND ANY POSSIBLE WITNESSES TO...

JETPACK WAS WORTH THE PRICE JUST FOR THIS VIEW, SPIDER-MAN.

CHAMELEON--!

LOOKS TO ME LIKE YOUR QUEST FOR JUSTICE HAS BROUGHT YOU TO THE BRINK, HERO...

...AND WE HAVE FAR MORE IN COMMON THAN EITHER OF US EVER SUSPECTED! STICK AROUND IN THIS AREA. I'LL BE IN TOUCH.

CHK

CHAMELEON'S OUT OF RANGE ALREADY!

SQUASH THE PEST WHILE HE'S STILL DISTRACTED...

I HAD HIM...

...AND I LOST HIM...

POK

POK

...AGAIN.

...WITH JUST ONE PULL OF THE TRIGGER.

TOO LATE NOW, CHUMP...

...FOR ALL OF US.

YOU OVERARMED IDIOTS JUST COST ME THE CHANCE TO TAKE THIS OUT ON THE CREEP WHO REALLY DESERVES IT!!!

YEAH. BUT IT LOOKS LIKE I'VE GOT YOU AND I'LL HAVE MY FREEDOM AND A DANGEROUS REPUTATION...

...SO IF YOU THINK THAT POP-GUN WILL **STOP** ME OR EVEN **SLOW** ME DOWN--

--YOU BETTER TAKE YOUR SHOT NOW.

I **AIN'T** BLUFFIN', FOOL.

I BEEN **BEHIND BARS** LONG ENOUGH TO...

...T-TO...

BAD CHOICE THIS TIME, **SUCKER.**

WAIT! YOU **CAN'T** JUST--

KLNK

WNK

...TO RECOGNIZE A MAN WITH NOTHIN' LEFT TO HURT.

I **CAN**--AND MOST DEFINITELY **WILL**--!

TOOK ALMOST AN *HOUR*--AS THE *SPY* FLIES--TO GET THIS FAR NORTH OF THE CITY...

...BUT THIS IS *EXACTLY* WHAT I NEEDED.

THE HUNTER'S *COMMANDING PRESENCE* IS STILL UNDENIABLE...

...AND I CAN ALREADY FEEL HIS PRIMAL STRENGTH *RENEWING* MY *RESOLVE* WITH EVERY STEP.

...AND, ONE WAY OR ANOTHER, WE'LL *FINISH* IT HERE--TONIGHT--IN THE NAME OF *KRAVEN!*

ALWAYS AWED ME THAT *SERGEI* WAS ABLE TO RE-CREATE OUR *CHILDHOOD HOME* SO PRECISELY--AND *LOVINGLY*-- HERE IN *AMERICA*...

...UNTIL I REMIND MYSELF THAT WE BOTH LED TWO VERY *DIFFERENT* LIVES UNDER THIS SAME ROOF.

YET *I* STARTED THE WHOLE VICIOUS CYCLE THAT LED TO MY OLD FRIEND'S DEATH WHEN I FIRST SENT HIM AFTER THE CURSED SPIDER YEARS AGO...

FOR SO LONG, THIS PLACE FELT LIKE NOTHING MORE THAN A **TARGET** TO ME...

TEK

--DESPITE HIS OWN DISTASTE FOR SUCH IMPERSONAL ***HUNTING AIDS***.

...SO THE "MASTER" OF THE HOUSE INDULGED MY REQUEST FOR AN ***ESTATE-WIDE DEFENSE NETWORK*** AND A ***SECURED CONTROL CHAMBER***--

MERELY A MATTER OF PROGRAMMING THIS TRANSMITTER TO THE PROPER ***FREQUENCY***...

TEK TEK

...JUST CAUGHT A SIGNAL FROM MY ***ROGUE*** SPIDER-TRACER.

BURIED DEEP ***INSIDE*** THE DASHBOARD WHERE THE COPS WOULDN'T FIND IT...

SKRM

"...AND SPIDER-MAN WILL BE LURED INTO ***OUR*** WEB!"

POLICE ***ROUNDED UP*** ALL THE ESCAPED CONS AND ***SWEPT*** THE GETAWAY BUS FOR LEADS. WHILE I DO NOTHING, WAITING FOR THE CHAMELEON TO CONTACT ME.

...WRAPPED IN THIS NOTE AND ***ACTIVATED*** LONG-DISTANCE BY A SIMPLE RECEIVER.

THE CHASE IS ON! CAN YOU STAND THE HEAT?

I ***LIVE*** FOR IT NOW, COWARD!

HE'S PLAYING GAMES WITH ME. BUT HE'LL FIND-- HANG ON...

ONLY THING I'M **AFRAID** OF AT THIS POINT...

...IS WHAT I'M GOING TO DO TO CHAMELEON ONCE I GET MY HANDS ON HIM!

THWIP

STATE OF NY

BUT THAT CRYPTIC NOTE ISN'T MUCH OF A **CLUE** UNLESS...

FIRE!

ROOFTOP BURST INTO FLAMES RIGHT-- **WHERE**--AND **WHEN** THE CHAMELEON KNEW I WOULD SEE IT...

...AND DIRECTLY UNDER A CONVENIENT **WATER TOWER.**

EASY ENOUGH TO **EXTINGUISH** THIS CHEMICAL BLAZE...

SKLOOSH

...AND THE **NEXT LEG** OF THIS GAUNTLET IS A LOT MORE **OBVIOUS** THAN THE LAST.

...BUT THERE'S **NO SIGN** OF OLD PASTE-FACE HIMSELF.

HE'S USING **PRE-TIMED DETONATORS** TO TRIGGER HIS "DETOURS"--WHETHER I **RESPOND** TO THE INVITATIONS OR NOT--

--SO HIS SICK OBSTACLE COURSE IS DESIGNED TO ENDANGER OTHERS IF I **DON'T** PURSUE IT.

BURNED ARROW POINTS STRAIGHT TO THE EMPIRE STATE BUILDING...

CHAMELEON'S PULLING ME **IN**--AND PROBABLY USING THE TIME TO **SET** ME UP--

"--BUT THE **BITTER END** IS IN SIGHT FOR BOTH OF US."

ALL SYSTEMS **PRIMED**...

THWIP!

...AND **ARMED TO KILL!**

INTERLUDE

WASHINGTON, D.C....

GIVE IT UP, MISTER...

...I'M NOT GOING BACK TO NEW YORK UNTIL YOU TWO ARE FORMALLY CENSURED BY THE JUSTICE DEPARTMENT FOR YOUR ACTIONS DURING THE LIZARD TRAVESTY.*

I'LL SEE YOU'RE PROSECUTED FOR VIOLATION OF A STATE-SECRECY OATH FIRST, DOCTOR...

...SUBJECTING YOU TO AN EXTREMELY UNPLEASANT-- AND ULTIMATELY UNNECESSARY-- TREASON CHARGE.

* WEB OF SPIDER-MAN #109-111. --ERIC

DON'T WASTE YOUR SMARM ON ME, REYNARD...

...CURT CONNORS WAS MY PATIENT--UNTIL YOUR TOY SOLDIER HERE SLAUGHTERED HIM IN COLD BLOOD--

--AND IT TURNS OUT I WAS OPERATING IN THE BEST INTERESTS OF THE INNOCENT MINOR YOU'D INVOLVED AGAINST HIS WILL.

...AND THE CONNORS CHILD WAS NEVER IN ANY DIRECT DANGER.

THAT'S NOT FOR BUREAUCRATS TO DECIDE, YOU POMPOUS--

ON THE CONTRARY, KAFKA, WE HAVE FULL AUTHORITY TO DO WHATEVER IT TAKES TO BRING DOWN OUR QUARRY--

ABOUT THAT AUTHOR-IZATION...

WHAT DO YOU WANT...

WARRANT WAS ACTING FOR THE GREATER GOOD OF THE SOCIETY WE'RE PAID TO PROTECT WHEN HE FINALLY SANCTIONED THE LIZARD. BESIDES, WE STILL HAVEN'T RECOVERED HIS BODY.

NO MATTER. IT COMES DOWN TO THE BOY'S WORD AGAINST OURS...

...MR. DEPUTY ATTORNEY-GENERAL, SIR?

DR. KAFKA'S OUTSPOKEN FERVOR SEEMS TO *PROVOKE* AN UNCHARACTERISTICALLY EMOTIONAL RESPONSE FROM YOU, AGENT REYNARD...

...BUT I WAS HOPING WE COULD COME TO SOME *PROFESSIONAL AGREEMENT*--UNOFFICIALLY--THAT WOULD SATISFY ALL OF US.

AS GOOD AS *DONE*, SIR...

...I *QUIT*.

THEN UNDER THE CIRCUMSTANCES, SIR, I BELIEVE I CAN OFFER A VERY ATTRACTIVE *WIN-WIN ALTERNATIVE*...

...IF GREY WILL ALLOW ME TO SPEAK FOR HIM.

USUALLY CAN'T STOP YOU...

ACCEPT MY RESIGNATION AS WELL--

--AND LICENSE US BOTH AS *FREELANCE BOUNTY HUNTERS*...AVAILABLE TO JUSTICE WHEN NEEDED, OF COURSE.

DEPARTMENT'S OBVIOUSLY TOO *VULNERABLE* TO PUBLIC PRESSURE THESE DAYS FOR MY LIKING...

...SO I THINK IT'S IN EVERYBODY'S BEST INTEREST IF WE RETIRE *CODE NAME: WARRANT* EARLY.

FROM A PERFECT POSITION OF *PLAUSIBLE DENIABILITY* FOR MY PEOPLE...

...CONSIDER THE CASE *CLOSED*, MR. REYNARD.

NOT SO FAST, GENTLEMEN.

SORRY TO SAY I AGREE WITH YOU, AGENT GARRISON...ON *BOTH COUNTS*.

IF YOU WANT MY CO-OPERATION, I'LL NEED *UNDENIABLE* ASSURANCE THAT THAT *SORDID* LITTLE INCIDENT *WON'T* BE REPEATED...

--BACKED BY THE OPENING OF A NEW INSTITUTION FOR *MENTALLY-DISTURBED* SUPER-HUMANS ONLY...

...BEFORE TRAGEDY STRIKES AGAIN.

CARNAGE'S SAVAGE SWATH THROUGH RAVENCROFT HOSPITAL WAS RECENT PROOF OF THAT, DR. KAFKA...

...BUT THE HOSPITAL HAS BEEN UNDER RECONSTRUCTION SINCE THEN.

AND I CAN THINK OF NO ONE *BETTER* SUITED TO--OR MORE *PASSIONATE* ABOUT--THIS INCREASINGLY THORNY PROBLEM--THAN *YOU*, YOURSELF...

...TO TAKE CHARGE OF AN ALL-*NEW* RAVENCROFT, COMPLETELY REDESIGNED TO YOUR EXPERT SPECIFICATIONS.

IF *YOU* INSIST, SIR...

...I COULDN'T ASK FOR A FAIRER SOLUTION.

CONGRATULATIONS, DOCTOR...

...AS MY LAST OFFICIAL ACT, I'D LIKE TO RECOMMEND SOME PARTICULARLY PRESSING CANDIDATES FOR *IMMEDIATE* TRANSFER FROM THE VAULT INTO YOUR CARE.

DON'T BE *RIDICULOUS*, REYNARD...

...THE ATTORNEY GENERAL KNOWS I'LL NEED *MONTHS* TO FIND COMPETENT STAFF AND PROPERLY PREPARE TO--

YOU HAVE *TWO WEEKS* TO SELECT *TEN* TEST-PATIENTS, DOCTOR--WITH THE AID OF MR. REYNARD TO ESTABLISH PRELIMINARY SECURITY PROCEDURES--FOR A *LIMITED* TRIAL PERIOD...

...THEN I *ANNOUNCE* OUR GRAND EXPERIMENT TO THE AMERICAN PEOPLE.

ONLY DRAGGED US UP HERE TO GIVE YOU ENOUGH "SPACE" TO WORK THE SITUATION OUT AMONG YOURSELVES...

...SO I'LL LEAVE YOU ALL TO ARRANGE THE DETAILS.

YOU'RE SETTING ME UP TO FAIL, REYNARD...

...SCHEMING TO MAKE WORK FOR "WARRANT, INC."--AT MY EXPENSE-- IF ANY INMATES MANAGE TO ESCAPE RAVENCROFT BEFORE IT'S FULLY FUNCTIONAL.

YOUR INSINUATING ACCUSATIONS ARE BEGINNING TO BORDER ON THE *PARANOID*, DOCTOR ...

...GREY GARRISON AND I ARE HIGHLY-DECORATED GOVERNMENT AGENTS WITH *ACCOMPLISHED* SERVICE RECORDS.

EX-GOVERNMENT AGENTS--WITH A *LONG HISTORY OF EXTREME VIOLENCE*...

...YOU PUSH MY BUTTONS, MISTER, AND I'LL PUSH YOURS.

IF YOUR CHARACTER JUDGMENT IS ANY *INDICATION* OF YOUR THERAPEUTIC ABILITIES, KAFKA, IT WILL PROVE FAR *SAFER* TO FIND OUT IF YOU'RE UP TO THE JOB NOW...

...BEFORE RAVENCROFT IS FILLED TO POTENTIALLY *FATAL CAPACITY* WITH YOUR CODDLED SUPER-LUNATICS.

YRRSH

YOUR TRUE COLORS ARE FINALLY SHOWING, REYNARD...

"WARRANT, INC."...?

I LIKE IT.!

SOON...

THE NAME. THAT'S MY ONLY CONDITION, REYNARD...

...TAKE IT OR LEAVE IT.

...HERE'S TO THE NEW OFFICES OF WARRANT, INC.!

KLNK!

I GOT WHAT I WANTED THE MOMENT OUR ESTEEMED DEPUTY ATTORNEY GENERAL AGREED TO MY PROPOSAL, GREY-- AS YOU AND I PLANNED ALL ALONG--

--SO IF IT'S IMPORTANT TO YOU...

ACROSS TOWN...

SPIDER-MAN OFFERED ME SOME GOOD ADVICE ABOUT COMING TO WASHINGTON WITH MY OWN AGENDA IF I WANTED TO GET SOMETHING POSITIVE OUT OF THE DEAL, MR. JAMESON--

--AND IT WORKED LIKE A CHARM--

--SO I'M ALSO FOLLOWING HIS SUGGESTION FOR A TRUSTWORTHY SECURITY CHIEF WITH NO PREVIOUS TIES TO THE JUSTICE DEPARTMENT.

THEN YOU MIGHT AS WELL CALL ME "JOHN," DR. KAFKA.

I'VE BEEN EXPECTING YOUR CALL SINCE SPIDEY SWUNG BY MY PLACE LAST NIGHT AFTER HIS VISIT TO YOUR OFFICE--

--AND THE ANSWER IS YES.

END INTERLUDE.*

*SEE THE UPCOMING WEB OF SPIDER-MAN ANNUAL #10 FOR FURTHER DETAILS OF THIS POLITICAL INTRIGUE.
--ERIC

MEANWHILE...

THIS EXPLOSION MUST HAVE BEEN TIMED TO FOLLOW THE BUSINESS AT THE WATER TOWER.

POOM

IT SEEMS THAT THE CHAMELEON RIGGED EACH OF HIS LITTLE TRAPS TO SET OFF THE NEXT ONE.

DOESN'T MATTER...

THWIP

FIRST PRIORITY IS THE PEOPLE ON THE STREET BELOW.

SNAGGED IT!

BUT HOW DOES HE EXPECT ME TO KNOW MY NEXT MOVE WITHOUT ANOTHER SIGN FROM-- WAIT!

THAT TATTERED PIECE OF COSTUME...

...KRAVEN THE HUNTER'S?

CHAMELEON JUST UPPED THE ANTE...WAY PAST MY LIMIT.

HE'S WAITING FOR ME AT THE ONE PLACE ON EARTH...

"...I PRAYED I'D NEVER HAVE TO RETURN TO!"

I MAY NEVER KNOW ALL THE DETAILS ABOUT WHAT PASSED BETWEEN YOU AND THE SPIDER AT THE VERY END, SERGEI...

...BUT I DOUBT YOU EVER FULLY UNDERSTOOD ME, EITHER.

WE PLAYED *TOGETHER* AND KILLED *TOGETHER* OVER THE YEARS--

--BUT YOU CAN'T DENY THAT YOU HELPED *SHAPE* THE MAN I AM TODAY, SERGEI...

...BUT I'M THE ONE WHO SURVIVED TO COMPLETE THE HUNT ALONE.

ALL THE WHEELS ARE IN MOTION ALREADY...

"...NOTHING--AND NO ONE--CAN *HALT* THE BLOODY HAND OF DESTINY NOW."

ALWAYS SWORE THAT MARY JANE WATSON-PARKER WOULD NEVER BE REDUCED TO THIS...

...STARING USELESSLY OUT AT THE DAWN FOR SOME SIGN OF MY MISSING HUSBAND.

BUT I HAD NO WAY OF KNOWING THAT IT WOULD EVER GET THIS *BAD* FOR ALL OF US...

...AND I NEVER, EVER *DREAMED* I COULD LOVE ANYONE AS MUCH AS--

--PETER?!

PETER'S *NOT* EVEN STOPPING HOME FOR SUPPLIES ANYMORE...

THWIP

...OR EVEN *GLANCING* DOWN IN MY DIRECTION--

--AND HE NEVER LOOKED BACK...!

MIGHT TAKE THE SAME ROUTE *MYSELF*...

"...IF I HADN'T LEARNED SOME IMPORTANT THINGS ABOUT *FAMILY* FROM THE ONE PERSON WHO SHARES MY FEELINGS FOR PETER-- AND *SUFFERS* JUST AS MUCH FOR IT, IN HER OWN WAY--

"--AUNT MAY.

BRRING

"SHE'S *USUALLY* UP AND ABOUT BY NOW, COOKING MORE THAN SHE NEEDS FOR BREAKFAST--ON THE OFF-CHANCE HER HUNGRY NEPHEW WILL DROP BY--

"--BUT THERE'S *NO ANSWER* IN FOREST HILLS YET.

BR*

" AND MAY PARKER'S BEEN *THROUGH* SO MUCH LATELY...

"...SHE REALLY NEEDS THE *REST*."

A SHORT TIME LATER NORTH OF THE CITY...

WHRR

...THE AUTOMATED SECURITY COMMAND CENTER ECHOES OMINOUSLY--

--AS THE LAST OF THE PLAYERS TAKES POSITION...

...IN THE CEMETERY ON THE GROUNDS OF THE KRAVINOFF ESTATE.

NO!

I THOUGHT I WAS PREPARED FOR ANYTHING THE CHAMELEON COULD THROW AT ME NOW--

--BUT I WAS VERY, VERY WRONG...

HERE LIES SERGEI KRAVINOFF † KRAVEN THE HUNTER FREE AT LAST

HERE LIES SPIDER-MAN † SLAIN BY THE HUNTER

THE SHATTERING CLIMAX TO "PURSUIT" APPEARS IN *AMAZING SPIDER-MAN* #389! NEXT MONTH IN *WEB OF SPIDER-MAN*: *GAMBIT* AND THE *BLACK CAT* GUEST-STAR IN PART ONE OF A FOUR-PART STORY-LINE CALLED "LIVE AND LET DIE!" IT FEATURES THE DEBUT OF A BRAND-NEW VILLAIN WHO WILL MAKE SPIDEY'S LIFE A LIVING NIGHTMARE... LIKE IT'S A PICNIC RIGHT NOW, HUH?

MARVEL COMICS

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389
MAY
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PURSUIT

CONCLUSION

the AMAZING SPIDER-MAN®

THE END OF THE HUNT...

...AND THE MOST SHATTERING REVELATION OF ALL!

BAGLEY 93

HE FINDS THE TRACER ON A FAMILIAR TOMB-STONE, ABOVE A FRESHLY-DUG GRAVE. AN INVITATION, HE ASSUMES. OR PER-HAPS...

...A REMINDER.

AS IF HE NEEDS TO BE REMINDED OF ALL HE SUFFERED HERE.

OF THE HORROR OF BEING BURIED ALIVE.

HERE LIES SPIDER-MAN SLAIN BY THE HUNTER

HE CLOSES HIS EYES AND HE'S DOWN THERE AGAIN, STRUG-GLING TO BREAK FREE OF THE SUFFOCATING COFFIN...

...DESPERATELY CLAWING HIS WAY UP-- NEVER **FAR** ENOUGH, NEVER **FAST** ENOUGH!-- TO LIFE, BREATH, FREEDOM.

IT WAS KRAVEN WHO DID IT TO HIM.

HERE LIES SERGEI KRAVINOFF KRAVEN THE HUNTER FREE AT LAST

"MURDERED" HIM, ROBBED HIM OF LIFE AND HOPE, USURPED HIS VERY IDENTITY.

AND WITH THE COWARD-LY PULL OF A TRIGGER, ROBBED HIM OF VENGEANCE, AS WELL.

BUT THAT WAS YEARS AGO. HE MADE HIS PEACE WITH THE HUNTER; MADE PEACE WITH HIMSELF...

HE WAS WRONG.

HE TELLS HIMSELF THAT THEY WEREN'T **REALLY** HIS PARENTS: THAT THEY WERE SIMULACRA. INHUMAN CONSTRUCTS SENT TO DESTROY SPIDER-MAN.

HE SHOULD BE...

...SECURE IN THE KNOWLEDGE THAT, HOWEVER HARD HIS LIFE MAY BE, WHATEVER ELSE HE MIGHT SUFFER, IT COULD NEVER BE THAT BAD AGAIN.

HE TELLS HIMSELF THAT HE SHOULD HAVE KNOWN BETTER; THAT AFTER YEARS OF DEALING WITH THE JACKALS AND VENOMS AND GOBLINS HE SHOULD BE **USED** TO THE MIND GAMES AND MANIPULATIONS. THE CONSTANT INVASION OF HIS PRIVATE LIFE.

...BUT HE'S NOT.

BECAUSE, INSIDE OF HIM, THERE'S A LITTLE BOY WHO NEVER STOPPED **MOURNING** THE MOTHER AND FATHER HE LOST TOO SOON. WHO NEVER STOPPED PRAYING FOR A **MIRACLE.**

EVEN AS THE ADULT DOUBTED THE PEOPLE WHO CLAIMED TO BE **RICHARD** AND **MARY PARKER**, THAT LITTLE BOY **BELIEVED** WITH ALL HIS HEART...

...AND MOURNED **AGAIN** WHEN HE LOST THEM A SECOND TIME.

BUT THE TIME FOR MOURNING IS OVER...

STAN LEE PRESENTS THE AMAZING SPIDER-MAN

PURSUIT in PART FOUR

The Faceless Man

...AND THE HOUR OF RETRIBUTION IS HERE.

KRA-KOOO

ONE NAME POUNDS LIKE A DRUMBEAT IN HIS BRAIN.

ONE NAME THUNDERS FAR LOUDER THAN THE STORM.

CHAMELEON.

CHAMELEON!

CHAMELEON!

IN HIS MIND'S EYE, SPIDER-MAN SEES THE FACES THAT HAVE HAUNTED HIS NIGHTS...

...SHATTERING HIS DREAMS, MURDERING HIS LOVED ONES, TURNING EVEN HIS BEST FRIEND AGAINST HIM...

THE MAN WHOSE IDENTITY RUNS LIKE MERCURY. A FEATURELESS NOBODY...

...WITH THE POWER TO BE ANYBODY.

...AND HE WONDERS:

WERE ALL OF THEM THE CHAMELEON? HAS ONE MAN BEEN RESPONSIBLE FOR ALL THE YEARS OF PAIN?

HE KNOWS, OF COURSE, THAT IT'S IMPOSSIBLE. ILLOGICAL. BUT HE WONDERS JUST THE SAME. AND, FOR A MOMENT, AT LEAST...

ROWRRR

...HE BELIEVES IT.

NICE TOUCH. THIS IS KRAVEN'S MANSION, AFTER ALL--

--SO WHY NOT TRY TO STOP ME THE WAY THAT HE WOULD?

BUT THE THING IS--

--YOU'RE NOT GOING TO STOP ME.

I'M COMING FOR YOU, CHAMELEON--

--EVERY SINGLE ONE OF YOU--

--AND NO MATTER WHAT FACE YOU TRY TO HIDE BEHIND--

--I'LL FIND YOU--

--AND I'LL KILL YOU, DO YOU HEAR ME?

I'LL KILL YOU!

What have I done?

What have I done?

He's out of his mind! Look at him!

More of an animal than the beasts I sent to slay him!

What made me think that I could ever do what the Hunter did? I'm not Kraven--

--I'm a fool!

An imposter!

A...chameleon!

All I ever wanted, Sergei, was to be like you. To stand as *tall* as you did.

To walk with the *pride* and *power* of a *Kravinoff*.

When we were boys together in Russia, you were my model. My inspiration. I studied you with the devotion and intensity of a scholar.

I knew you... knew your every thought, your every need... far better than you knew yourself...

...and I tried, with all my soul, to be the finest friend you ever had.

And, oh dear Sergei...

...what you gave *me* in return!

Not just friendship-- but life. You gave me *life*, Sergei! Sharing your potions with me... staving off old age and disease and death.

After all you did for me... all we meant to each other... how could I stand by and let Spider-Man *live*?

He drove you to a base and cowardly end: death by your own hand. And for *that* he must be punished.

And who better to do it than I? *Dmitri Smerdyakov*-- who wanted nothing more than to *become* you-- and who, this day...

...finally gets his *wish*.

Smerdyakov may know fear. But he is a chameleon... without a face, without a soul.

I am Kravinoff now. *I am, Kraven!*

And the *Hunter* will not be denied.

THERE'S A DARK JOY IN THIS THAT SPIDER-MAN HAS NEVER KNOWN.

HE'S NEVER ALLOWED HIMSELF THIS KIND OF FREEDOM. HE'S ALWAYS STRUGGLED TO UPHOLD SOME ILL-DEFINED MORAL CODE.

AND WHAT GOOD HAS IT DONE HIM?

NO MORE CONTROLS, HE THINKS, AS HE BEGINS TO BEND THE TIGER'S NECK; AS THE ANIMAL'S BONES REACH THE BREAKING POINT. NO MORE MORALITY.

NO--

--MORE--

HE CAN'T.

FOR ALL THE BOILING RAGE, FOR ALL THE HURT AND MADNESS--HE CANNOT...HE WILL NOT...TAKE THIS CREATURE'S LIFE.

CHAK!

HE HATES HIMSELF FOR HIS SOFTNESS AND COMPASSION. HATES HIMSELF FOR ALWAYS DRAWING LINES BETWEEN WHAT'S RIGHT AND WHAT'S NOT.

I'M NOT GOING TO TAKE MY ANGER OUT ON SOME ABUSED "PET," CHAMELEON--

--BUT WHEN I GET MY HANDS AROUND YOUR NECK--

TONIGHT, AN INNER VOICE WHISPERS, WE'LL CROSS THE LINE.

TONIGHT WE'LL BE SAFE AGAIN. STRONG AGAIN.

--I WON'T STOP!

This... lunatic isn't the Spider-Man I've known all these years!

I don't understand what's happened to him!

He and Parker must be as close as Kravinoff and Smerdyakov.

It's my own fault for letting other people tell me what to do!

That plan...creating constructs of the Parkers...it's set Spider-Man off somehow! Made him...crazy!

KLIK

Why do I let myself get talked into these things?

Why can't I ever *trust* my own judgement?

But now... there's *no one* to order me.

Now I will lead Spider-Man on to death... and the victory will be mine alone.

No longer the snivelling underling. No longer the toady and fool.

I am the master... of Spider-Man! Of *all* of them!

I am *Kraven!*

(Smerdyakov!)

Kraven!

(Smerdyakov!)

I

am

NOTHING.

SPIDER-MAN KNEW, BEFORE HE REMOVED THE MASK, THAT AN EMPTY FACE WOULD BE WAITING. HOLLOW EYES STARING BACK INTO HIS.

THE COFFIN, THE BODY... THESE ARE JUST CHAMELEON'S WAYS OF TRYING TO UNNERVE HIM...

...TO REMIND HIM OF THE "DEATH" HE EXPERIENCED HERE, ALL THOSE MONTHS AGO.

SKRASH!

AS IF HE **NEEDS** REMINDING.

BUT IT'S NOT THE COFFIN THAT DISTURBS HIM: IT'S THAT DEAD AND VACANT **FACE**.

IS ***THAT*** WHAT I AM, *HE WONDERS*; AS MUCH A FACELESS MAN AS THE CHAMELEON?

SO BEATEN AND BRUTALIZED THAT PETER PARKER HAS SIMPLY... FADED AWAY...

...LEAVING ONLY THE SPIDER'S MASK TO GIVE MY LIFE MEANING?

Look at him: shaken. Uncertain.

Whoever I am... Sergei or Dmitri... Hunter or Chameleon...

...I'll have your head tonight, Spider-Man.

And, in destroying *you*...

...I will have found *myself*, at last.

A final game, though, before I allow you into my security chamber.

First the darkness--to discon-cert you...

...then the light--to make you blind.

And now, sightless and con-fused...

...we'll see if you are indeed *worthy*...

COME ON, CHAMELEON--

ERAKKK

RRAKK

--YOU SHOULD KNOW BETTER THAN ANY-ONE--

--THAT I'VE BEEN DANCING THROUGH DEATHTRAPS LIKE THIS--

CHAKAKAK

--FOR *YEARS!*

ZZAKKK

A FEW MORE FEET AND I'VE GOT YOU, MAGGOT! A FEW MORE FEET AND--

THE DOOR!

IF I DON'T GET THIS LEAP JUST RIGHT--

--THOSE SPEARS'LL TAKE ME *APART!*

KRONNKK!

...of *facing* me.

WELCOME, SPIDER-MAN--

--TO YOUR SECOND DEATH.

THE *FIRST* TIME I KILLED YOU, I MADE THE MISTAKE OF RESURRECTING YOU. BUT *THIS* TIME--

--IT WILL BE *PERMANENT!*

THWAK!

K-THOW!

YOU'RE NOT KRAVEN. YOU'RE JUST A PATHETIC COPY.

AND I DON'T *WANT* ANY COPIES.

I WANT *YOU*, CHAMELEON!

NO!

I AM NOT A COPY!

I

AM

N--

SSNAP!

CAN'T DO IT WITHOUT HIDING, CAN YOU? HAVEN'T GOT THE GUTS TO FACE ME MAN-TO-MAN!

YOU'D RATHER HURT INNOCENT PEOPLE THAN RISK YOUR OWN NECK!

AHHHH!

YOU'D RATHER DESTROY A DECENT FAMILY LIKE THE PARKERS THAN--

I...DIDN'T DESTROY THEM... SPIDER-MAN--

--YOU DID!

THE ONE WHO... LED ME TO THE PARKERS...SAID THEY WERE THE PERFECT WAY TO GET TO YOU! HE KNEW ...THEY WERE VULNERABLE--

--WHY DIDN'T YOU?

WHY DID YOU LET IT HAPPEN, SPIDER-MAN? WHY DID YOU LET THEM HURT MY FAMILY?!

WHY?!

HE KNOWS IT'S NOT HIS FACE, NOT HIS VOICE.

BUT HE CAN'T ESCAPE PETER PARKER'S EYES, CURSING HIM. CAN'T ESCAPE THE HARD TRUTH HIS OWN LIPS SPIT AT HIM.

FOR A MOMENT, SPIDER-MAN IS SHAKEN TO THE CORE OF HIS BEING...

...AND IT'S A MOMENT THE CHAMELEON TAKES ADVANTAGE OF...

...WITH A BIO-ELECTRIC BLAST FROM THE HUNTER'S VEST.

KRKKRAKKK

HE BRIEFLY PONDERS PUTTING THE RIFLE TO THE SPIDER'S HEAD, BLASTING HIM INTO EXTINCTION.

BUT THE EFFECTS OF THE BLAST ARE ALREADY FADING. SPIDER-MAN IS STIRRING.

KRAVEN, PERHAPS, WOULD TAKE THE RISK.

SMERDYAKOV DOESN'T.

IT'S OVER, NOW. HE KNOWS IT.

HE'S NOT THE MASTER. HE NEVER **WAS.**

HE IS WHAT HE HAS ALWAYS **BEEN.**

AN INFERIOR COPY.

A SIMPERING SLAVE.

SO HE STAGGERS THROUGH THE GRAVEYARD--PELTED BY RAIN, DEAFENED BY THUNDER.

SO HE WAITS FOR THE SPIDER TO DESCEND.

Sergei!

I'm *sorry*, Sergei! I *failed* you!

But why *should* I be sorry? I should be glad! Kravinoff doesn't deserve vengeance... he deserves contempt!

He was a brutal monster! He was--

My best friend! I loved him!

I hated him!

...I...

SNAKT

AND THE TRUTH, SO LONG DENIED, SO LONG REPRESSED...

BLAM

...EXPLODES LIKE A RIFLE-BLAST IN HIS MIND.

Not his friend, *no*. Just his servant-boy. A faceless boot-licker, to be abused and reviled.

No, that's not so! He *did* care about me! *He did!*

BLAM BLAM

How many times did he open his heart... share his youthful secrets -- and invite me to share mine?

He could be so generous... so loving...

...so unbelievably *cruel*.

...a *Nothing!*

BLAM!

When the revolution came and the Kravinoffs fell, your family fled to America -- and you did not even deign to say goodbye.

But, fool that I was, I still clung to our imagined bond and raced to America to join you.

You never forgot, did you, Sergei, who was the *servant* and who, the *master*? You never ignored a chance to remind me that I only existed... to reflect *you*. That Smerdyakov was, and always would be...

We each found our destiny here, didn't we? You as the world's greatest Hunter and I as the greatest...

...non-entity.

As the Chameleon, I spent years trying to make myself into someone worthy of your respect. Trying to stand as tall as you did.

But I see now that the only thing we two truly have in common...

...is a coward's death.

NO!

SMAK!

YOU'RE NOT GOING TO CHEAT ME THE WAY *HE* DID!

KROOK!

YOU ARE NOT GOING TO CHEAT ME!!

POK!

SHUT UP!

SWAK!

PLEASE, SIR--

--WH-WHATEVER IT IS YOU THINK I'VE DONE--

--I *BEG* YOUR F-F-*FORGIVENESS!*

I...I AM JUST *SMERDYAKOV!*

JUST A LOWLY *SERVANT!*

DON'T PLAY ANY MORE GAMES WITH ME!

I'VE HAD *ENOUGH* OF YOUR STINKING GAMES!

YOU *BROUGHT THEM BACK*, YOU MISERABLE SCUM!

YOU *BROUGHT THEM BACK*-- AND THEN TOOK THEM *AWAY* AGAIN!

AND FOR *THAT* YOU'RE GOING TO--

NO... *PLEASE!* DON'T HURT ME!

I...I'M NOT EVEN *W-WORTHY* OF DEATH!

TO DIE-- ONE MUST HAVE *LIVED!*

AND I... I HAVE *NEVER* LIVED!

HOW C-C-*COULD* I HAVE?

I HAVE NO *NAME!* NO *FACE!* NO *SOUL!*

I...AM A *NOTHING!*

A *NOTHING!*

NOTHING.

NOTHING.

NOTHING.

NOTHING

NOTHING.

SPIDER-MAN TURNS AWAY...

...FOR SUCH NAKED ANGUISH IS HARD TO LOOK UPON.

THIS, HE MARVELS, IS THE GREAT ENEMY I WAS SO DESPERATE TO DESTROY?

ALL THE RAGE, ALL THE HATRED IS GONE FOR NOW. WHAT REMAINS IS PITY AND COMPASSION.

HE WANTS NO PART OF THAT.

SO HE SEARCHES FOR A NEW FOCUS FOR HIS HATE.

THE CHAMELEON SAID THAT SOMEONE LED HIM TO THE PARKERS. SPIDER-MAN IS DETERMINED TO FIND OUT WHO THAT SOMEONE IS. SOMEONE, HE REALIZES, WHO KNOWS HIS SECRET.

WITH LUCK, HE THINKS, I'LL SUCCEED.

WITH LUCK...

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...I'LL HATE AGAIN.

INDEX OF IDENTITIES
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PARKER FAMILY HISTORY

HELLO, OLD BUDDY.
IF YOU'VE PUNCHED UP MY NAME AND OPENED THIS FILE, THEN I CAN SAFELY ASSUME, YOU'VE DEFEATED THE CHAMELEON.
AH, WELL-- I EXPECTED YOU WOULD EVENTUALLY. BUT NOT BEFORE I INVADED YOUR LIFE AGAIN.
NOT BEFORE I USED YOUR PRECIOUS MOMMY AND DADDY TO CAUSE A... SMALL AMOUNT OF SUFFER-ING.
CALL IT A LITTLE PAYBACK FOR WHAT I SUFFERED WHEN YOU KILLED MY FATHER.
IN OTHER WORDS, OLD BUDDY--

GOTCHA

GOTCHA

GOTCHA

GOTCHA

GOTCHA

GOTCHA

GOTCHA!

THE GREEN GOBLIN'S VOICE ECHOES THROUGH THE MANSION...

...AND THROUGH THE DEPTHS OF SPIDER-MAN'S SOUL.

NEXT: SHRIEKING PART ONE

MARVEL COMICS

TM

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390
JUN

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SHRIEKING PART ONE

the AMAZING SPIDER-MAN

"LIFETHEFT" AND "PURSUIT" WERE JUST THE BEGINNING OF SPIDER-MAN'S LIVING NIGHTMARE --

-- AND SHRIEK AND CARRION ARE ALL TOO HAPPY TO HIT HIM WHILE HE'S DOWN!

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

J.M.DeMATTEIS * MARK BAGLEY * RANDY EMBERLIN * JOE ROSEN * BOB SHAREN * DANNY FINGEROTH * TOM DeFALCO
WRITER PENCILER INKER LETTERER COLORIST EDITOR EDITOR IN CHIEF

IT'S AMOST AS IF SPIDER-MAN AND THE GREEN GOBLIN EXIST INDEPENDENT OF PETER PARKER AND HARRY OSBORN...

...AND NOTHING -- NOT EVEN THE GRAVE -- CAN STOP THEIR DIRTY LITTLE WAR.

I CAN'T BELIEVE IT, HARRY! I CAN'T BELIEVE YOU PUT THE CHAMELEON UP TO IT!

ACCORDING TO THE INFORMATION I FOUND IN SMERDYAKOV'S COMPUTER FILES, YOU CONTACTED HIM MONTHS BEFORE YOU DIED, PUT THE WHOLE IDEA OF "RESURRECTING" RICHARD AND MARY PARKER* INTO HIS HEAD.

AND WHY?

BECAUSE YOU COULDN'T DEAL WITH THE REALITY OF WHAT A MONSTER YOUR FATHER WAS -- COULDN'T FIND IT IN YOUR HEART TO HATE HIM...

*SEE LAST ISSUE FOR HOW IT ALL PLAYED OUT. --DANNY

...AND CHOSE TO HATE ME INSTEAD...

...BLAMING YOUR BEST FRIEND FOR ALL THE INSANITY, ALL THE DEATH.

YOU WANTED TO HURT ME THE WAY YOU'D BEEN HURT. WELL, GUESS WHAT, OLD BUDDY?

YOU SUCCEEDED.

I HOPE YOU'RE HAPPY, NORMAN.

HARRY AND I MADE PEACE WITH EACH OTHER BEFORE HE DIED. BEFORE YOUR STRENGTH-ENHANCING FORMULA KILLED HIM.

BUT THE OSBORN LEGACY LIVES ON. THE HATE AND MADNESS SURVIVE YOU BOTH.

MAYBE THAT'S WHY I'VE COME HERE TO YOUR FAMILY MANSION -- WHERE THE GOBLIN AND I HAD ONE OF OUR LAST BATTLES, TO CONGRATULATE YOU.

AFTER ALL THESE YEARS, YOU'VE WON. YOU DESTROYED HARRY.

AND YOU DESTROYED ME.

Westchester County.

WELL, ASHLEY--YOU PRACTICALLY BEGGED FOR THIS JOB AS DIRECTOR OF RAVENCROFT. NOW THAT YOU'VE GOT IT...

...I HOPE YOU'RE HAPPY.

AHHHHHHH

I CAN'T FIND THE SOURCE OF HER PAIN. SHE'S TOO WELL PROTECTED. SHE WON'T LET ME IN!

SOMETHING HAPPENED TO HER WHEN SHE WAS A CHILD...SOME TRAUMA SO PROFOUND, SO SHATTERING--THAT IT REDEFINES THE WORD.

AHHHHHH--!

BUT THERE'S A PART OF HER... BURIED DEEP, BUT IT'S THERE... THAT'S **HUNGRY** FOR HOPE. FOR A SENSE OF BELONGING. MOST OF ALL, FOR A SENSE OF **FAMILY.**

IF I CAN JUST FEED THAT HUNGER, PROVIDE FRANCES WITH AN ATMOSPHERE OF TRUST AND LOVE...I MIGHT BE ABLE TO REACH HER YET.

BUT HOW DO YOU LOVE SOMEONE WHO'D JUST AS SOON CUT YOUR HEART OUT...

LOOK AT HER: FRANCES LOUISE BARRISON--KNOWN MORE COMMONLY AS **SHRIEK.** EVEN IF THEY FILLED EVERY WING OF THIS FACILITY WITH MENTALLY-IMBALANCED SUPER-CRIMINALS...

...SHE'D STILL BE MY MOST PERPLEXING CASE.

HOW MANY WEEKS OF THERAPY HAVE I DONE WITH HER? AND FOR EACH LAYER OF EMOTIONAL PAIN I PEEL BACK...I FIND FIVE MORE.

DOCTOR KAFKA?

WHO?!

...AS SAY GOOD MORNING?

SORRY, DOCTOR--I DIDN'T MEAN TO STARTLE YOU.

NOT YOUR FAULT, **EDWARD.** I'M FEELING A LITTLE... **EDGY** TONIGHT.

IS IT TIME?

YES--

--MALCOLM'S WAITING.

I'LL SAY THIS FOR MY JOB AS DIRECTOR OF RAVEN-CROFT-- IT'S NEVER BORING. EACH CASE IS MORE FASCI-NATING... AND MORE HEART-BREAKING... THAN THE NEXT.

I STILL WISH THEY WOULD HAVE GIVEN US MORE TIME TO GET THE PLACE UP AND RUNNING. WE'RE UNDER-STAFFED. SHORT ON EQUIPMENT. THE SECURITY SYSTEMS--

--ARE *COLONEL JAMESON'S* AFFAIR. YOU CONCENTRATE ON YOUR MUTATE RESEARCH... AND LEAVE SECURITY TO HIM.

NOW, HOW'S MALCOLM *DOING?*

STILL AGITATED. TROUBLE SLEEP-ING. BUT HE SEEMS TO BE RESPONDING WELL TO THE DRUGS.

THE *CARRION-VIRUS* REALLY DOES SEEM TO BE IN *RE-MISSION.*

HIS *PHYSICAL* HEALING ISN'T THE PROBLEM.

IT'S THE *GUILT* THAT'S DESTROY-ING HIM.

THE KNOWLEDGE THAT HE WAS ACTUALLY A MURDEROUS ENTITY LIKE CARRION-- IS TOO MUCH FOR HIM TO BEAR.

IF IT WASN'T FOR HIS *MOTHER*--

--I THINK WE WOULD HAVE LOST HIM A LONG TIME AGO.

...GOOD EVENING, MALCOLM... *MRS. MACBRIDE.* HOW'S EVERY-ONE DOING?

MALCOLM'S FEELING A LITTLE SICK TONIGHT. HE'S GOT THOSE HEADACHES AGAIN... AND THE NAUSEA.

SIDE EFFECTS OF THE ANTI-VIRALS. SHOULD PASS AS HIS SYS-TEM ADJUSTS TO THE DRUGS.

WHAT ABOUT YOU, *BEA?*

ME? OH, I'M FINE. FINE.

I HAVE TO THANK YOU AGAIN FOR LETTING ME STAY HERE WITH HIM. I DON'T THINK I COULD *STAND* IT... NOT BEING ABLE TO HELP HIM THROUGH THIS AWFUL TIME...

SO... MALCOLM--

--EDWARD TELLS ME YOU HAVEN'T BEEN SLEEPING WELL.

HOW CAN I *SLEEP?* EVERY TIME I CLOSE MY EYES--

"--I SEE THEM.

"CORPSES. MOUNDS OF THEM. LIKE SOMETHING OUT OF THE HOLOCAUST! BUT...BUT IT'S NOT DACHAU OR BUCHENWALD.

"IT'S NEW YORK CITY.

"IT'S NOW.

"AND AS I WALK DOWN THE STREET, AS EACH ACCUSING EYE FIXES ITSELF ON ME, I KNOW...

"...THAT *THIS* HOLOCAUST...

"BUT THEN I THINK-- HOW IS IT POSSIBLE? I'M A GOOD MAN. NOT...NOT PERFECT, I KNOW, BUT NOT SO TERRIBLE THAT I COULD DO ANYTHING LIKE *THIS*--!

"AND THEN I REMEMBER THE *VIRUS*.

"...IS MY DOING.

"THEN I REMEMBER *CARRION*.

"AND THEN HE COMES--

"--AND I PRAY, WITH ALL MY HEART AND SOUL--

"--THAT HE KILLS *ME*, TOO. I'D BE HAPPY, DOCTOR...*REALLY*, I WOULD...IF HE'D KILL ME, I *DESERVE* TO DIE.

"BUT...BUT HE *DOESN'T* KILL ME. THAT'S NOT WHAT HE WANTS.

"WHAT HE WANTS--

"--IS FOR ME TO TAKE HIM BACK."

Forest Hills.

PETER--!

JUST A DREAM. CRAZY, STUPID DREAM.

IT WAS THE BURGLAR AGAIN, BUT INSTEAD OF BEN...THIS TIME...HE TOOK PETER.

DON'T KNOW WHAT'S WRONG WITH ME LATELY. EVERY NIGHT... ANOTHER AWFUL NIGHTMARE. I WAKE UP LIKE A FRIGHTENED LITTLE SCHOOL-GIRL, SHIVERING IN MY BED.

HALF THE THE TIME I REACH OUT FOR BEN. ALL THESE YEARS-- AND I STILL THINK HE'S GOING TO **BE** THERE. HOLD ME IN HIS ARMS AND RE-ASSURE ME.

ALL THESE YEARS.

IT FEELS LIKE JUST YESTERDAY, BEN WAS ALIVE AND PETER WAS A FAT-FACED LITTLE BABY. IT SEEMS LIKE--

HOW DID THEY PASS SO QUICKLY? HOW ON EARTH DID I EVER GET SO **OLD**?

WHY DID THEY DO THAT? WHY DID THEY **HURT** PETER SO?

HARD ENOUGH FOR A BOY TO LOSE HIS PARENTS SO YOUNG ...BUT TO HAVE THOSE TERRIBLE PEOPLE COME BACK AND CONVINCE HIM ...CONVINCE **ALL** OF US...THAT THEY WERE RICHARD AND MARY.

PETER'S SO MUCH LIKE BEN. ALWAYS SEEING THE GOOD IN PEOPLE. IDEALISTIC. TRUSTING. HE'S NOT USED TO THE HARD WAYS OF THE WORLD.

THAT'S WHY I'VE GOT TO BE STRONG. I CAN'T LET THIS GET TO ME.

I CAN'T!

I'VE SURVIVED WORSE THAN THIS. AND I'LL KEEP SURVIVING.

I'VE GOT TO BE STRONG, NOT FOR **MYSELF**.

FOR PETER.

PETER.

WHERE ARE YOU?

Manhattan's Upper East Side.

HIDING BEHIND YOUR MASK.

SAFE INSIDE SPIDER-MAN.

YOU'RE LIKE A LITTLE BOY PLAYING PRETEND.

AND AS LONG AS YOU KEEP PLAYING, YOU WON'T HAVE TO FEEL.

YOU WON'T HAVE TO HURT.

BUT DID IT EVER OCCUR TO YOU HOW MUCH YOU'RE HURTING ME?

YOU'VE HARDLY BEEN HOME FOR DAYS. AND WHEN YOU ARE HERE, I CAN'T GET MORE THAN A FEW SYLLABLES OUT OF YOU. "I'M FINE," YOU GRUNT. "NO PROBLEM. I CAN HANDLE IT."

AND THEN YOU'RE GONE AGAIN.

I KNOW THE ROUTINE BACKWARDS AND FORWARDS. I USED TO GET IT FROM MY FATHER ALL THE TIME. ALWAYS LOST IN HIS WORK... AND EVEN WHEN HE **WAS** THERE-- HE **WASN'T.**

YOU COULD SIT IN THE SAME ROOM WITH THE MAN AND FEEL UTTERLY ALONE. HE ABANDONED ME **YEARS** BEFORE HE ACTUALLY LEFT.

AND LUCKY ME... I GOT TO MARRY A MAN WHO'S DOING IT TO ME ALL OVER AGAIN.

NO. NOT AGAIN.

YOU'RE **NOT** GOING TO HIDE BEHIND YOUR MASK...

...AND **I'M** NOT SMOKING MYSELF INTO AN EARLY GRAVE TO GET **BACK** AT YOU.

YOU'RE NOT MY FATHER, PETER. YOU'RE MY HUSBAND. AND NO GHOSTS-- FROM YOUR FAMILY **OR** MINE...

...ARE GOING TO STOP US FROM MAKING THIS MARRIAGE...

CREEEEK

...WORK.

SUN

PETER...?

SWEETHEART?

IS THAT YOU?

I'M GLAD YOU'RE HOME, PETER-- BECAUSE I'VE BEEN DOING A LOT OF THINKING TONIGHT.

WE HAVE TO TALK THIS ALL OUT--

--BEFORE--

LOOK AT HIM. JUST LIKE DAD. A MILLION MILES AWAY-- AND THAT'S EXACTLY HOW HE WANTS IT.

HE MIGHT AS WELL BE WEARING A SIGN AROUND HIS NECK THAT SAYS: "GO AWAY. LEAVE ME ALONE."

Y'KNOW, YOU'RE NOT THE ONLY ONE WHO'S GOOD AT RUNNING AWAY.

AND MAYBE I *SHOULD* LEAVE HIM ALONE.

MAYBE I WILL.

WHAT'S THE POINT OF REACHING OUT TO SOMEONE WHO'S ONLY GOING TO REJECT ME IN THE END?

I WAS AN EXPERT AT IT *YEARS* BEFORE WE EVER MET.

SO YOU JUST SIT THERE BEHIND YOUR WALLS! YOU JUST SHUT OUT THE WORLD-- AND ME *WITH* IT!

I AM *OUT* OF HERE!

GET THIS STRAIGHT, PARKER: NO RUNNING. NO MASKS. NO CANCER-STICKS. WE DON'T NEED 'EM.
ALL WE NEED--
--IS OUR LOVE.

PLEASE, GOD...

...LET THAT BE ENOUGH.

Ravencroft.

AND I'M GOING TO *KEEP* TELLING IT TO YOU TILL YOU *GET* IT.

YOU *CANNOT* BLAME YOURSELF FOR WHAT CARRION DID. THAT PERSONALITY WAS CREATED BY THE VIRUS. *YOU'RE* NOT THE MONSTER. *YOU'RE* NOT THE KILLER.

EXPLAIN THAT TO THE FAMILIES OF THE PEOPLE HE--

--I--

--MURDERED.

DON'T YOU SEE? I...I MUST HAVE HAD IT *IN* ME--OR IT WOULD HAVE NEVER HAPPENED--VIRUS OR NOT.

YOU ARE NOT INSANE!

YOU WERE RAISED IN A LOVING, NURTURING ENVIRONMENT BY GOOD AND DECENT PEOPLE! YOU'VE GOT A MOTHER WHO'D SACRIFICE HERSELF A THOUSAND TIMES *OVER* FOR YOU!

"YOU'VE TOLD ME THIS A THOUSAND TIMES BEFORE, DOCTOR."

A PART OF ME MUST BE SO TWISTED... SO UGLY AND INSANE...THAT--

WHAT ARE YOU DOING? WHERE ARE YOU TAKING ME?

OBSERVATION

YOU WANT TO SEE *TWISTED*, MALCOLM?

YOU WANT TO SEE INSANITY *UP CLOSE*?

WARNING RESTRICTED ACCESS SECURITY CARD REQUIRED

ACCESS

BEEEP

WELL TAKE A GOOD LONG LOOK.

POLARIZE

MONITOR ENGAGED

eep-eep-eeep

THAT WOMAN DIDN'T HAVE WHAT *YOU* HAD. *NO ONE* CARED ABOUT HER.

THEY JUST USED HER AND ABUSED HER TILL EVERY CELL IN HER BODY WAS *SCREAMING* IN PAIN.

AAAHHHH

LISTEN TO HER SCREAM, MALCOLM--

--AND THEN REALIZE HOW *BLESSED* YOU ARE.

YOU!

I...I KNOW YOU--

--SO FAMILIAR--

--BUT I CAN'T--

MALCOLM... I THINK WE'D BETTER GO.

AND FAST.

MY... SON?

SHE RE-MEMBERS HIM!

MY--

SON!

SHROKKKK!

DURING THE "MAXIMUM CARNAGE" AFFAIR, SHE AND CARNAGE TOOK TO PLAYING AT HUSBAND AND WIFE... NO DOUBT CREATING A MIRROR OF THE DYSFUNCTIONAL FAMILY FRANCES GREW UP IN... AND **CARRION** PLAYED THE PART OF THEIR DUTIFUL **CHILD.**

I NEVER WOULD HAVE BROUGHT MALCOLM HERE IF I THOUGHT FRANCES WOULD **RECOGNIZE** HIM... **CONNECT** HIM TO **CARRION!**

WHAT HAVE YOU DONE TO MY **SON**?!

DON'T WORRY!

THIS CELL WAS BUILT TO SPECIFICATION TO **CONTAIN** SHRIEK'S **SONIC POWERS!** EVEN IN THIS AGITATED STATE, SHE'S NOT GOING TO GET--

WHOOM!

MALCOLM... **RUN!** CALL COLONEL JAMESON...!

GET **SECURITY** HERE BEFORE--

SILLY DOCTOR!

THINK YOU CAN KEEP SHRIEK LOCKED UP LIKE SOME ANIMAL?

THINK YOU CAN TAKE MY SON AND TURN HIM INTO-- *ONE OF YOU?*

AAAK--!

WELL, YOU THINK *WRONG!*

NO ONE COMES BETWEEN SHRIEK AND HER CHILD!

I'M A *GOOD* MOTHER, DO YOU HEAR ME? I *LOVE* MY BOY!

AND YOU'RE *NOT* GOING TO TAKE HIM *AWAY* FROM ME!

CARRION--

--DARLING--

--YOU DON'T HAVE TO RUN! YOU DON'T HAVE TO BE AFRAID! *WHATEVER* THEY'VE DONE TO YOU--

--I *SWEAR* THEY WON'T HURT YOU ANY *MORE!*

MOMMY'S HERE NOW, DARLING--

SMASH

TIME

"--AND SHE'LL PROTECT YOU!"

Manhattan.

PETER--!

OH, PETER... I HAD THE WORST DREAM! YOU WERE--

GONE.

HIDING BEHIND YOUR MASK.

A LITTLE BOY PLAYING PRETEND.

AND AS LONG AS YOU KEEP PLAYING, YOU WON'T HAVE TO FEEL.

YOU WON'T HAVE TO HURT.

BUT DID IT EVER OCCUR TO YOU HOW MUCH YOU'RE HURTING ME?

SUN

GUESS NOT.

I HATED TO LEAVE HER AGAIN LIKE THAT.

I KNOW SHE NEEDS ME THERE. I KNOW SHE WANTS ME TO TALK TO HER.

BUT... I JUST CAN'T.

EVERY TIME I LOOK IN HER EYES, I PANIC --AFRAID SOMETHING TERRIBLE'S GOING TO HAPPEN TO HER.

THAT I'M GOING TO LOSE HER, TOO.

PETER PARKER'S NOT A SAFE MAN TO BE AROUND. BUT AS LONG AS I'M SPIDER-MAN...AS LONG AS I STAY AWAY FROM PETER'S WORLD...

...SHE'LL BE SAFE...

...AND SO WILL I.

I THINK.

I HOPE.

GOD, I'M SO MIXED UP--SO... CRAZY--THAT I CAN'T EVEN TRUST MY THOUGHTS, MY FEELINGS!

MAYBE MJ'S RIGHT. MAYBE I AM JUST RUNNING AWAY. PARANOID. HIDING FROM SOMETHING THAT'S NOT EVEN REAL. BUT HOW DOES SHE EXPECT ME TO HAVE FAITH IN ANYONE OR ANYTHING... EVEN HER...

...WHEN EVERYWHERE I TURN I SEE LIES AND BETRAYAL. WHEN EVEN THE PEOPLE I LOVE SEEM TO BE ONE THING ...AND TURN OUT TO BE AN-OTHER. I CAN'T TRUST ANYONE...

...NOT EVEN--MYSELF.

NO--I CAN TRUST ONE PERSON! SHE HELPED ME BEFORE...WHEN I WAS SO LOST THAT I THOUGHT I'D NEVER FIND MY WAY BACK! IF ANYONE CAN HELP ME SEE WHAT'S REAL AND WHAT'S NOT...

...IT'S DOCTOR KAFKA!

SHRIEKING CONTINUES NEXT ISSUE!

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SHRIEKING PART TWO

the AMAZING SPIDER-MAN

PREPARE YOURSELF FOR THE MOST SHOCKING ENDING OF THE YEAR!!

AT THE MERCY OF SHRIEK!™

BAGS + R.E. '94

IN MAN-HATTAN...

...A LONELY YOUNG WOMAN SITS STARING OUT AT THE SILENT CITY...

...AND WONDERS.

OUR LIVES ARE SO FRAGILE, *SHE THINKS*; SO EASILY CRACKED AND SHATTERED.

WE REACH OUT FOR HAPPINESS, STABILITY, LOVE... AND JUST WHEN WE THINK WE'VE GOT IT RIGHT THERE IN OUR HANDS...

...IT'S GONE.

IT'S NOT LIKE HER, THIS MIDNIGHT DESPAIR. SHE'S ALWAYS BEEN ONE FOR GRABBING LIFE, FOR SQUEEZING THE JOY OUT OF IT, NO MATTER HOW GRIM THE CIRCUMSTANCES.

IF *PETER* WAS HERE, *SHE TELLS HERSELF*, I WOULDN'T BE FEELING THIS WAY. WE'VE ALWAYS BALANCED EACH OTHER. IF I'M DOWN, HE PULLS ME UP. AND I ALWAYS DO THE SAME FOR HIM.

OR AT LEAST-- I *USED* TO.

BUT PETER PARKER'S OUT THERE, SOMEWHERE-- IN THE DARKNESS AND SILENCE. AND THIS TIME HE'S FALLEN SO FAR...

...THAT SHE'S AFRAID HE'S GOING TO DRAG HER DOWN WITH HIM.

IN QUEENS...

...AN OLD WOMAN-- NO STRANGER TO LONELINESS HERSELF-- IS LOST IN HER OWN MIDNIGHT REVERIE.

HER EARLY YEARS, SHE REMEMBERS, WERE HARD... AND HER HEART HARDENED WITH THEM... TILL SHE MET A MAN WHO LOVED HER IN A WAY NO ONE EVER HAD BEFORE.

HE CHANGED THE WAY SHE SAW THE WORLD. TAUGHT HER TO LAUGH. TO HOPE. TO BELIEVE IN MIRACLES.

AND THEN HE WAS GONE.

NO, NOT GONE. JUST OUT OF SIGHT.

NOT A DAY HAS PASSED WHEN SHE HASN'T FELT HIM JUST OVER HER SHOULDER-- ENCOURAGING HER, GIVING HER THE STRENGTH TO KEEP BELIEVING.

SHE WANTS SO MUCH TO HOLD ON TO THE LEGACY BEN PARKER LEFT HER...

...BUT NOW, MORE THAN EVER...

...MIRACLES SEEM OUT OF REACH.

THERE WAS HOPE FOR MIRACLES HERE, TOO: RAVENCROFT INSTITUTE, TWENTY-FIVE MILES NORTH OF NEW YORK CITY.

THE INSTITUTE WAS SET UP BY PSYCHO-THERAPIST ASHLEY KAFKA AS A FACILITY FOR THE TREATMENT--AND IT WAS HOPED--EVENTUAL REHABILITATION OF MENTALLY-UNBALANCED SUPER-CRIMINALS.

SECURITY CHIEF JOHN JAMESON SHARED KAFKA'S DREAM.

BUT TONIGHT--AS ARMED GUARDS FRUITLESSLY SEARCH THE GROUNDS AND MAINTENANCE CREWS WASH BLOOD OFF THE WALLS...

...THE DREAM HAS TAKEN AN ALARMING TURN...

SNAKT

...INTO NIGHT-MARE.

IF THERE'S SOMEONE THERE--YOU'D BLOODY WELL BETTER SHOW YOURSELF--

--RIGHT NOW--

--OR--

--IT'S JUST ME.

SPIDER-MAN?!

RELAX, COLONEL--

--THERE AREN'T ANY ESCAPED LUNATICS HIDING IN THE SHADOWS--

THE ONE AND ONLY.

WHO DO YOU THINK YOU *ARE* BREACHING SECURITY LIKE THIS?!

HOW THE DEVIL DID YOU GET *IN* HERE?!

THROUGH THE *FRONT DOOR*, COLONEL--

--USING THE CARD *YOU ISSUED ME.*

NOW HOW ABOUT BRINGING IT *DOWN* A FEW DECIBELS. THE *LAST* THING I NEED RIGHT NOW IS SOMEONE I THOUGHT WAS MY *FRIEND*--

RAVENCROFT

--USING ME FOR A *DOORMAT.*

I--I'M *SORRY.*

IT'S JUST THAT-- AFTER EVERY-THING THAT'S HAPPENED TONIGHT--

WHAT?

BREAK-OUT.

SIX MEMBERS OF MY SECURITY FORCE ARE IN THE HOSPITAL WING. AND *ASHLEY*--

DOCTOR KAFKA--?!

WHAT *HAPPENED* TO HER?!

MAYBE--

--MAYBE I'D BETTER TAKE YOU *TO* HER.

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

SHRIEKING, Part Two: THE BURNING FUSE!

CONCUSSION. TWO CRACKED RIBS. SHE GOT BANGED UP PRETTY BADLY--

--BUT IT COULD'VE BEEN A LOT WORSE.

WHO?

FRANCES BARRISON. SHRIEK.

SHE GOT AWAY?

UH-HUH. AND SHE TOOK MALCOLM McBRIDE WITH HER.

IF I GET MY HANDS ON THAT JACKASS REYNARD, I'LL TAKE HIM APART. HE'S THE ONE WHO FORCED RAVENCROFT UP AND RUNNING BEFORE WE WERE READY.*

*SEE THIS YEAR'S WEB ANNUAL. --DANNY

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WE NEED AT *LEAST* ANOTHER MONTH'S WORK ON THE DETENTION CELLS... HALF OF MY SECURITY EQUIPMENT HASN'T EVEN *ARRIVED* YET.

WE'RE UNDERSTAFFED...UNDERPREPARED--!

BUT IF I BLAME ANYONE FOR THIS, IT'S *MYSELF*. I SHOULD HAVE NEVER--

SPIDER-MAN?

GONE.

NO TIME TO LISTEN TO EXCUSES OR SELF-RECRIMINATIONS.

SHRIEK IS LOOSE. HE'S GOING TO STOP HER. IT'S THAT SIMPLE. OR AT LEAST HE *TELLS* HIMSELF THAT IT IS.

HE WANTS NOTHING MORE, RIGHT NOW, THAN TO BE WHAT EVERYONE *THINKS* HE IS: NOT A MAN, BUT A MASK. A LARGER-THAN-LIFE HERO WHO CAN DO WHAT THE AVERAGE PERSON ONLY WISHES HE COULD...

...STOP THE CHAOS, QUELL THE VIOLENCE--WITH A FAST QUIP AND A FASTER FIST.

UP HERE--SO HIGH ABOVE THEIR HEADS--HE MUST SEEM BEYOND THEIR MUNDANE STRUGGLES...

...BEYOND THEIR SORROWS. BEYOND EVEN THEIR JOYS.

BUT WHAT WOULD THEY SAY IF THEY KNEW THAT HE'D COME TO RAVENCROFT TONIGHT READY TO BEG DOCTOR KAFKA TO HELP HIM SORT THROUGH THE SORROWS OF HIS *OWN* LIFE...

...HEAL HIS WOUNDED SOUL...

...AS SHE'D DONE ONCE BEFORE.

WHAT WOULD THEY SAY IF THEY KNEW THAT HE'S BEEN HURT SO DEEPLY BY RECENT EVENTS...

...THAT HE'S READY TO HIDE BEHIND THE MASK FOREVER--RENOUNCE THE FRAGILE, ALL-TOO HUMAN PETER PARKER...

...RATHER THAN LET HIMSELF BE HURT AGAIN.

HE THINKS OF HIS WIFE, HIS AUNT--AND FORCES THEIR IMAGES FROM HIS MIND. JUST BE THE SPIDER, THE INNER VOICE WHISPERS.

SHUT DOWN YOUR HEART. BE STRONG. BE SAFE.

SO HE THINKS INSTEAD OF SHRIEK--WHO LEFT A TRAIL OF DEATH BEHIND HER DURING THE CITY-WIDE MASSACRE THE MEDIA DUBBED "MAXIMUM CARNAGE."

YES, THE VOICE AGAIN INSISTS, BE THE SPIDER...

HE THINKS OF MALCOLM McBRIDE--WITH A VIRUS IN HIS SYSTEM THAT WILL... IF LEFT UNTREATED... TURN HIM INTO A PITILESS CREATURE CALLED CARRION.

AND, LIKE A GOOD HERO, HE DETERMINES TO STOP THE VILLAIN, SAVE THE INNOCENT, AVENGE DOCTOR KAFKA.

...AND BURY THE MAN.

MEANWHILE, IN THE STREETS BELOW, A WOMAN WHO HAS NO MASK TO HIDE BEHIND STUDIES EVERY FLEETING FIGURE, EVERY RIPPLING SHADOW...

BEATRICE McBRIDE ISN'T INTERESTED IN VENGEANCE OR HEROISM...SHE DOESN'T EVEN THINK OF HERSELF AS A PERSON WITH COURAGE.

SHE ONLY KNOWS THAT SHE LOVES HER MALCOLM--MORE THAN LIFE ITSELF.

...IN HOPES OF FINDING HER ONLY SON.

THE ONE THING SHE HAS IN COMMON WITH THE FANTASTIC FIGURE SWINGING OVERHEAD IS THAT SHE WON'T REST...SHE CAN'T REST...

...UNTIL HER CHILD IS BACK IN RAVENCROFT. TILL HE'S SAFE...

...AND OUT OF THE DEVIL'S CLUTCHES.

WHY WON'T YOU LEAVE ME ALONE?!

WHY ARE YOU *DOING* THIS TO ME?!

"*DOING?*" I'M NOT DOING *ANYTHING.*

IT'S THAT WITCH *KAFKA* WHO WAS HURTING YOU, *CARRION*--DON'T YOU REMEMBER?

WHEN I FIRST SAW YOU... STANDING THERE OUTSIDE MY CELL...EVEN *I* HARDLY RECOGNIZED YOU. BUT A MOTHER CAN *NEVER* FORGET HER SON.

WHATEVER THOSE ANIMALS DID, MY SWEET DARLING... MOMMY WILL HAVE YOU BACK TO NORMAL SOON.

STOP CALLING ME THAT! I'M *NOT* CARRION! I'M *NOT!*

OH...WHAT *HAVE* THEY DONE TO YOU?

I *PROMISE.*

AH-- HOME AT LAST.

OR AT LEAST... A RESTING PLACE ALONG THE WAY.

IT WOULD BE NICE-- DON'T YOU THINK-- TO FINALLY RELAX? DROP OUR TROUBLES AND ENJOY EACH OTHER'S COMPANY? BE A *FAMILY* AGAIN?

CARRION?

RUNNING AWAY FROM MOMMY DEAREST? WANDERING OFF INTO THOSE DARK AND DANGEROUS WOODS?

WHATEVER AM I GOING TO DO WITH YOU?

NO... DON'T HURT ME... *PLEASE*--

YOU HAVE TO *UNDERSTAND*, LITTLE ONE--

--THAT IT HURTS *ME* FAR MORE THAN IT DOES *YOU!*

RA

AKK

BUT I SUPPOSE A CHILD *NEEDS* THESE PAINFUL LESSONS TO TEACH HIM HIS LIMITS... KEEP HIM FROM STUMBLING INTO FAR *GREATER* HARM!

BUT *PLEASE*, SWEETHEART--

--DON'T *EVER* GIVE ME REASON TO HURT YOU *AGAIN!*

MOTHER SIMPLY COULDN'T *BEAR* IT.

KRAKOOM!

WH-WHO'S THERE?

SHEILA-- IS THAT YOU?

I SWEAR-- IF YOU THINK YOU CAN STAGGER IN HERE DRUNK AGAIN AND BEG ME TO TAKE YOU BACK, YOU'RE--

WHAT IN THE NAME OF HEAVEN--?

HEAVEN... HELL--

--IT'S ALL THE SAME TO ME.

MISTER-- RUN! GET OUT OF HERE!

SHE'S CRAZY! SHE'LL--

KR-RASH!

WHY DID YOU SAY THAT TO HIM? WHY DID YOU TELL HIM I WAS *CRAZY*?

B-BECAUSE-- IT'S *TRUE*

OF COURSE IT'S TRUE!

BUT THAT'S OUR LITTLE SECRET!

ALL FAMILIES HAVE THEIR DIRTY SECRETS ...THEIR SHAMEFUL LIES...THEIR FESTERING SORES--

--BUT THAT'S NO ONE'S BUSINESS BUT *OUR OWN!*

OH, DARLING...YOUR POOR BROTHER'S DEAD... YOUR FATHER'S--

--GOD KNOWS WHERE *HE* IS.

YOU'RE ALL I'VE GOT.

DO YOU UNDERSTAND? WITHOUT THE LOVE OF OUR FAMILY WE'RE EMPTY... WE'RE-- *NOTHING!*

SO DON'T TURN *AWAY* FROM ME, CARRION! IF YOU DO--

"--I'LL *DIE!*"

A BAGEL WITH YOUR COFFEE, *MARY JANE?*

OR WOULD YOU LIKE ME TO MAKE YOU SOME *EGGS?*

QUEENS.

MAY. *PLEASE* SIT DOWN.

I DIDN'T COME OVER HERE AT EIGHT IN THE MORNING FOR A FREE BREAKFAST. I CAME OVER TO *TALK.*

TALK? ABOUT *WHAT*, DEAR? IS THERE A *PROBLEM?*

ARE YOU AND PETER HAVING *DIFFICULTIES*? I KNOW THINGS HAVE BEEN HARD SINCE YOU LOST YOUR JOB, BUT--

IS THERE A PROBLEM?

OF COURSE THERE'S A PROBLEM!

OH. I SEE, IT'S RICHARD AND MARY, ISN'T IT?

THOSE HORRIBLE IMPOSTERS HAVE UPSET YOU BOTH.

WELL YOU LISTEN TO ME, MARY JANE. WE'RE ALL BETTER OFF NOW THAT THEY'RE GONE.*

WE CAN FORGET ABOUT THEM AND JUST GET ON WITH OUR LIVES.

*SEE ISSUE #388. --D.

NOW SIT BACK DOWN ...LET ME TOAST YOU A BAGEL AND GET OUT THE CREAM CHEESE AND--

BARNY'S BAGELS

BARNY'S BAGELS

I DON'T WANT ANYTHING TO EAT!

I JUST WANT SOMEONE IN THIS FAMILY TO FACE REALITY!

YOU AND PETER ...YOU BOTH THINK THAT IF YOU KEEP IGNORING A PROBLEM LONG ENOUGH...IT'LL JUST GO AWAY!

I DON'T KNOW HOW MANY TIMES I'VE TRIED TO TALK TO HIM ABOUT WHAT HAPPENED WITH HIS PARENTS-- AND HE JUST WON'T LET ME IN!

AND NOW YOU'RE DOING THE SAME THING TO ME! PRETEND IT'S NO BIG DEAL! HAVE A NICE, BIG BREAK-FAST AND FORGET ABOUT THE WHOLE THING!

BUT HUMAN BEINGS CAN'T LIVE LIKE THAT!

WE CAN'T SURVIVE HOLDING THESE THINGS IN! WE EITHER DEAL WITH THEM OR THEY EAT US ALIVE!

WHAT IS THE MATTER WITH YOU TWO? IT'S LIKE-- LIKE YOU'RE NOT EVEN HUMAN! LIKE YOU HAVE NO FEELINGS!

I FEEL, MARY JANE. BELIEVE ME--

--I FEEL.

I FELT IT WHEN RICHARD AND MARY WERE TAKEN FROM US ALL THOSE YEARS AGO--

--WHEN MY *HUSBAND* DIED, BLEEDING, IN MY ARMS--

--WHEN POOR *GWEN* WAS KILLED--

--WHEN *NATHAN*--

I'VE LIVED THROUGH MY SHARE OF TRAGEDIES, YOUNG LADY-- MORE THAN *YOU* COULD EVER BEAR--

--AND THE ONLY WAY I'VE BEEN *ABLE* TO LIVE THROUGH THEM IS BY NOT *DWELLING* ON THEM--

--BY PUSHING THE PAIN *ASIDE*... AND *MOVING ON.*

SO DON'T TELL ME WHAT I SHOULD BE FEELING--

--AND DON'T TELL ME TO FACE *REALITY!*

I KNOW *FULL WELL* WHAT REALITY *IS!*

I *KNOW!*

MAY... MAY, I'M--

WHY DON'T YOU POUR YOURSELF A FRESH CUP OF COFFEE, DEAR. I'LL SCRAMBLE US *BOTH* SOME EGGS--

SURE.

THAT'D BE JUST *GREAT.*

JUST... GREAT.

I...I NEED TO GET BACK TO *RAVENCROFT.*

UPSTATE.

WITHOUT THE DRUGS...I'LL CHANGE *BACK*--

I'LL BECOME THAT...THAT MURDERING *THING* AGAIN...

I'D RATHER *DIE* THAN BECOME CARRION AGAIN!

YOU JUST DON'T *GET* IT, DO YOU?

WHAT YOU THINK YOU ARE *NOW*--

--*THAT'S* THE LIE.

CARRION IS THE TRUTH OF YOUR *SOUL.* THE ANGER. THE EVIL. THE STINK AND ROT.

THAT'S WHO YOU ARE.

MAYBE THAT'S WHO *YOU* ARE, SHRIEK-- BUT NOT *ME!*

I MAY NOT BE PERFECT... GOD *KNOWS* I'VE HAD TIME ENOUGH LATELY TO REFLECT ON THINGS IN MY LIFE I WOULD HAVE DONE DIFFERENTLY--

--BUT I WAS BROUGHT UP IN A FAMILY THAT BELIEVED IN *LOVE*...AND *FAITH*...AND SIMPLE HUMAN *DECENCY.*

I HAD A FATHER AND A MOTHER WHO--

I'M YOUR MOTHER--YOU MISERABLE *INGRATE!*

DON'T YOU *EVER* FORGET THAT!

SHRAAAAK

I'M THE ONE WHO SUFFERED AND ALMOST *DIED* BRINGING YOU INTO THE WORLD...WHO SACRIFICED, TIME AND AGAIN, SO THAT WE COULD HAVE *FOOD* ON THE TABLE ...A *ROOF* OVER OUR HEADS!

DO YOU KNOW HOW MUCH BETTER MY LIFE WOULD HAVE BEEN IF IT WEREN'T FOR *YOU?*

OH, SON... SON! I'M SORRY--

I'M SORRY.

I DIDN'T MEAN THOSE AWFUL THINGS I SAID.

WITHOUT YOU...I DON'T KNOW *WHAT* I'D DO. YOU'RE *EVERYTHING* TO ME.

A MOTHER *HAS* TO SACRIFICE FOR HER CHILD. THAT'S WHAT LOVE IS ALL *ABOUT*, ISN'T IT?

AND I LOVE *YOU*, CARRION. I *DO*!

MORE THAN LIFE *ITSELF*.

IF YOU MEAN THAT-- IF YOU REALLY LOVE ME--

OF *COURSE* I MEAN IT.

--THEN I'M *BEGGING* YOU--

--LET ME GO.

LET YOU GO?

HAVEN'T YOU HEARD A WORD I'VE SAID? I--

THWIP!

???!!!

THWAMM!

YOU! IT'S ALWAYS YOU!

YOU TOOK CARNAGE AWAY! YOU MURDERED MY SWEET DOPPEL-GANGER!

WELL, YOU'RE NOT TAKING CARRION, DO YOU HEAR ME? YOU'RE--

KROOM!

NO CLEVER QUIPS. NO WITTY BANTER. NO JOKES.

THAT WAS PARKER'S WAY OF DEALING WITH THE DANGER. OF KEEPING HIMSELF BALANCED... SANE... WHILE HE TOOK RISKS, FACED EVIL, THAT WOULD HAVE DRIVEN MOST MEN OVER THE EDGE.

BUT PARKER'S GONE NOW. DEAD AND BURIED AND FORGOTTEN.

THERE'S ONLY THE MASK NOW. ONLY THE SPIDER.

AND THE SPIDER DOESN'T JOKE, DOESN'T THINK.

HE JUST ACTS.

SWIFT AND STRONG.

HARD AND TERRIBLE.

THOOOM

NO HUMOR. NO COMPASSION.

JUST BLOODY RETRIBUTION.

STOP THE MADNESS, POUND IT DOWN, STAMP IT OUT, BEFORE IT CONSUMES HIM. BEFORE MORE INNOCENTS FALL. BEFORE--

THOOOM!

THOOOM!

NOOO!

OH, GOD, MOMMY, PLEASE--

--DON'T HIT ME ANY MORE!

I'M SORRY I WAS BAD! I AM! I AM!

PLEASEOH-PLEASEOH-PLEASE--

DON'T HIT ME ANY MORE...!

HE HESITATES.

HOW COULD HE NOT?

NO MATTER HOW HARD HE TRIES TO BURY PARKER, THE ESSENCE OF THE MAN FIGHTS ITS WAY UP FROM THE GRAVE: THE DECENCY. THE CARING. THE LOVE.

IDIOT!

KRAKOOOOM!

AS UNCONSCIOUSNESS OVERWHELMS HIM, THE SPIDER CURSES THE MAN...

...AND YET, PARADOXICALLY, IS GRATEFUL THAT HE'S THERE.

YOU'RE JUST LIKE THAT MORON KAFKA.

ALL I HAVE TO DO IS ACT LIKE A FRIGHTENED LITTLE GIRL--AND YOUR GUARD GOES DOWN.

I HAD PLENTY OF TIME TO EXPLORE THE NATURE OF MY SONIC POWERS WHILE I WAS IN RAVENCROFT. I CAN USE THEM... MANIPULATE THEM... IN ALL KINDS OF NEW WAYS--

--LIKE THE SONIC BUFFER ZONE I JUST USED TO REDUCE THE IMPACT OF YOUR BLOWS.

BUT YOU KNOW THE THING I DO BEST, DON'T YOU? I DIG INSIDE YOU. I FIND YOUR DARKNESS--

--AND I ECHO IT. AMPLIFY IT.

UNTIL, IN THE END--

--YOU'RE JUST LIKE

ME!

IN QUEENS, GOODBYES ARE SAID. MARY JANE OFFERS TO STAY; MAY DECLINES.

BOTH FEEL AWKWARD, UNCOMFORT-ABLE...

...SADDENED BY THE WORDS THAT PASSED BETWEEN THEM THIS MORNING.

RELUCTANTLY, MARY JANE HEADS OFF TOWARD THE SUBWAY, WHILE, WITH EQUAL RELUCTANCE, MAY CLOSES THE DOOR.

ALONE AGAIN.

FOR ALL THE FRIEND-SHIPS, ALL THE BUSY-WORK, SHE'S FELT SO ALONE IN THE YEARS SINCE BEN DIED.

DESPITE THE GENTLENESS OF HER TOUCH, IT SEEMS TO SLAM WITH A HARSH FINALITY.

BEN... AND ONE OTHER PERSON.

PETER.

...HOW WOUNDED BY WHAT "RICHARD" AND "MARY" DID.

NO, SHE DECIDES. IT'S BEST NOT TO BURDEN HIM.

EVEN WITH NATHAN--AND SHE'S ASHAMED TO EVEN **THINK** IT--THERE WAS AN EMPTINESS. A VOID THAT ONLY BEN KNEW HOW TO FILL.

SHE WANTS TO RUSH TO THE PHONE, CALL HIM, TELL HIM EVERYTHING THAT'S HAPPENED. BUT SHE KNOWS (MARY JANE DIDN'T HAVE TO TELL HER!) HOW UPSET HE IS...

SHE'LL HANDLE THIS BY HERSELF. SHE DID IT **BEFORE** BEN. SHE'S BEEN DOING IT **SINCE**.

SHE CAN DO IT...

...NOW?

IT HAPPENS AGAIN: THE NUMBNESS. THE TINGLING. THE SUD-DEN BLURRING OF HER VISION.

THE WAVE OF DIZZINESS RUSHING UP AND OUT FROM THE DEEPEST PART OF HER.

NO! SHE THINKS.

I HAVE TO BE STRONG! PETER NEEDS ME!

PETER NEEDS ME.

I CAN FEEL IT.

THICKER... TASTIER... THAN IT WAS BEFORE.

YOU'RE MOVING CLOSER TO MY WORLD ALL THE TIME. I THINK, PERHAPS, IF I GIVE YOU A LITTLE PUSH--

--YOU JUST MIGHT BE THE FATHER MY BOY NEEDS. THE HUSBAND WHO'LL FULFILL MY EVERY DESIRE.

I'D LIKE THAT. AND I THINK, WITH A LITTLE HELP FROM ME--

YOUR DARKNESS, SPIDER-MAN.

--YOU'D LIKE IT TOO.

SO I'LL JUST REACH INTO YOUR MIND... GRAB A HANDFUL OF YOUR SHADOW-SELF AND... ENCOURAGE IT. EXPAND IT. TILL YOU'RE--

--TILL YOU'RE...

OF COURSE!!

WH-WHAT?

THAT'S HOW I CAN DO IT! THAT'S HOW I CAN SAVE YOU!

USE MY PSYCHIC ENERGIES TO DIG DEEP... INTO THE SHADOWS WHERE CARRION LIVES--

--AND CALL HIM UP... DRAW HIM OUT! GIVE HIM--

--LIFE--!

REST NOW, SWEET MOTHER. IN TIME, YOUR STRENGTH WILL RETURN. REST-- KNOWING YOUR EFFORTS WERE SUCCESSFUL. CARRION LIVES AGAIN--

--FREE OF THE DISEASE CALLED "MALCOLM McBRIDE"--AND FOREVER GRATEFUL FOR YOUR SACRIFICE.

I COULD FEEL YOUR PAIN AS YOU GAVE BIRTH TO ME.

I KNOW THE AGONIES YOU EXPERIENCED... IN THE NAME OF LOVE.

AND IN THE NAME OF LOVE I WILL REPAY YOUR KINDNESS--

--BY DESTROYING OUR ENEMY.

...UHHHH...

ONE TOUCH--AND HE SHRIVELS... DECAYS... DIES.

ONE TOUCH... AND OUR FAMILY IS FREE OF SPIDER-MAN... FOREVER.

MALCOLM ...NO!

MALCOLM IS DEAD!

AND SO ARE YOU!

AAAAAA

SHE DIDN'T MAKE IT TO THE SUBWAY STATION. HALFWAY THERE SHE TURNED AROUND.

AUNT MAY...?

NOT TO RESUME THE MORNING'S DISCUSSION (SHE KNOWS THERE'S NO POINT TO **THAT**)...

THE FUSE IS BURNING--AND I HAVE TO DO SOMETHING TO HELP HER BEFORE THE BOMB...

...BUT JUST TO SPEND MORE TIME WITH MAY. TO LET HER KNOW, **WITH-OUT** ANY WORDS, THAT SHE'S THERE FOR HER. AND SHE ALWAYS **WILL** BE.

I HAD A GREAT IDEA. LET'S YOU 'N' ME HAVE OURSELVES A GIRLS' DAY **OUT**.

Y'KNOW... DO SOME SHOPPING... TAKE IN A MOVIE... HAVE DINNER TOGETHER--!

AND MAYBE... JUST MAYBE... MAY WILL OPEN **UP**, LET **OUT** SOME OF THAT PAIN SHE'S BEEN HOLDING IN FOR SO LONG.

MAY-- YOU **IN** THERE?

GOD, I HOPE SHE **DOES**, MARY JANE THINKS.

PETER PARKER NO MORE!

IF YOU THINK SPIDER-MAN'S OVER THE EDGE NOW--
JUST WAIT TILL NEXT ISSUE: SHRIEKING, PART 3:

...EXPLODES!

MARVEL COMICS

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SHRIEKING PART THREE

the AMAZING SPIDER-MAN®

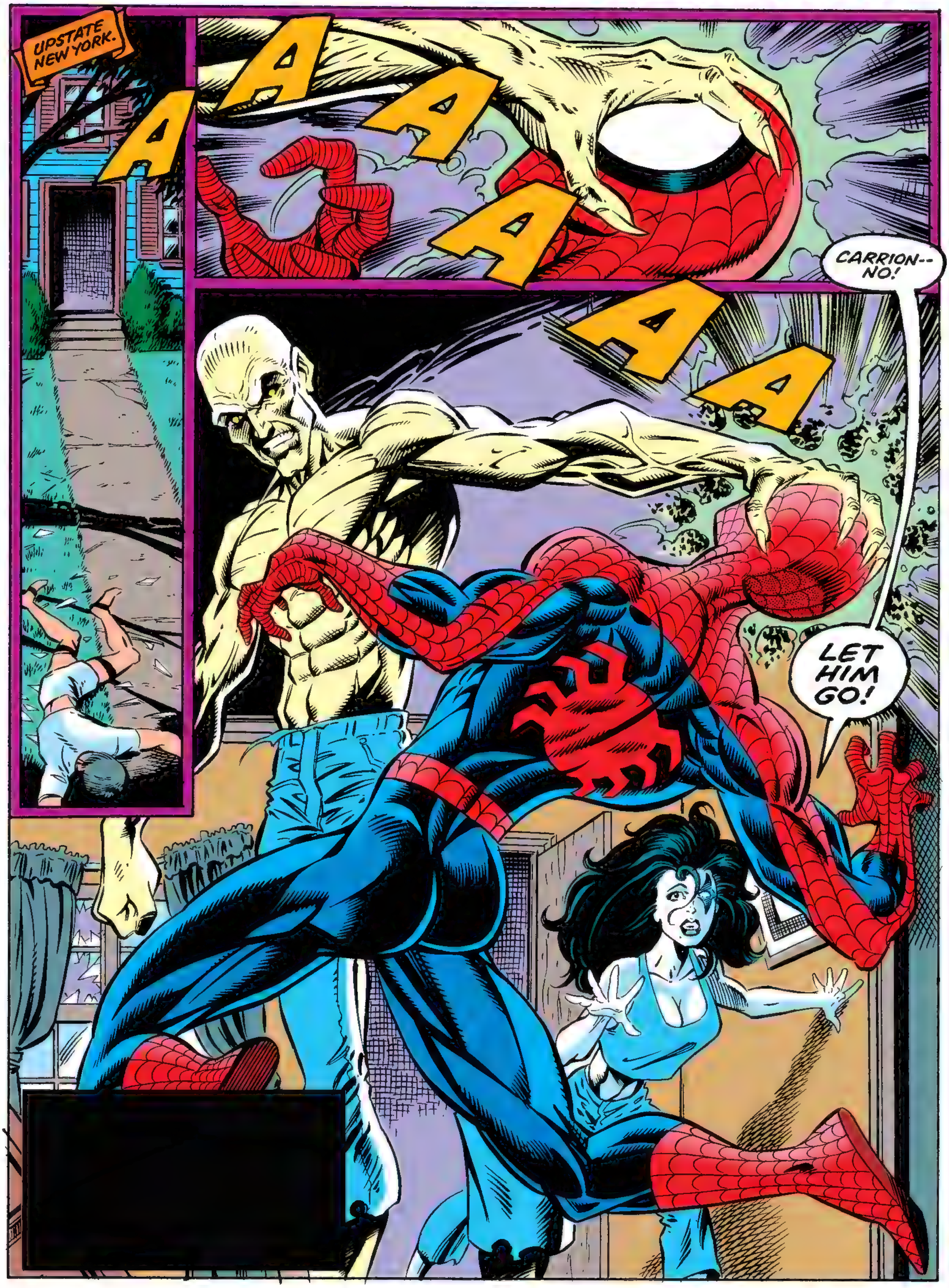
IN THE AFTERMATH OF TRAGEDY --

-- PETER PARKER™ NO MORE!

MARK + RANDY after JAZZY JOHNNY

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



DIDN'T YOU *HEAR* ME? I SAID--

LET HIM

GO!!

SHRAKK

WHEN I GIVE YOU AN *ORDER*-- YOU *LISTEN* TO ME!

BUT... I DON'T *UNDERSTAND*--

DO YOU THINK THAT *MATTERS*?!

YOU'RE MY *SON*... I'M YOUR *MOTHER* ...AND YOU'LL OBEY ME WHETHER YOU UNDERSTAND OR *NOT*!

BECAUSE MOTHER--

--*ALWAYS* KNOWS BEST!

B-BUT *SPIDER-MAN*--HE'S OUR *ENEMY*...I THOUGHT ...I THOUGHT YOU *WANTED* HIM DEAD! HE *HURT* YOU, MOTHER!*HE--

OH, MY SWEET, CONFUSED CHILD-- WHEN *WILL* YOU EVER LEARN?

WE *NEED* SPIDER-MAN-- AND HE NEEDS *US!*

LOOK AT HIM-- SO GOOD ...SO DECENT... SO PURE OF SPIRIT.

*LAST ISSUE, --DANNY

SUCH A DELUDED *FOOL!*

TO HAVE HIM PURSUING US... TRYING TO *THWART* US... GIVES THE GAME *MEANING.*

AND EACH TIME WE TAKE ANOTHER *LIFE*... EACH TIME WE BRING A PIECE OF THE CITY DOWN IN FLAMING *CHAOS*--

--WE DRIVE ANOTHER *SPEAR* THROUGH HIS *HEART!*

I *KNOW* HIM, CARRION... IN A WAY FEW OTHERS DO. I'VE SEEN *INTO* HIM... TASTED THE *DARKNESS* IN HIS SOUL.

AND I KNOW THAT THE MORE HE PURSUES US... THE MORE HE'LL SINK IN THE SEWAGE *WITH* US.

IN TIME... WITHOUT EVEN *REALIZING* IT...THE DARKNESS WITHIN HIM WILL GROW AROUND HIM LIKE A COCOON. AND WHEN HE *EMERGES*--

KRAK

-- HE'LL BECOME *ONE* OF US.

AND ON THAT *GLORIOUS* DAY...CARRION WILL HAVE A FATHER. *SHRIEK* WILL HAVE A HUSBAND.

OUR PRECIOUS *FAMILY*-- WILL BE HEALED AND *WHOLE* AGAIN.

FAMILY?

I *HAD* A FAMILY ONCE--BUT IT'S SO HARD TO *REMEMBER*--!

THOSE AREN'T MEMORIES, CARRION... THEY'RE DREAMS. *NIGHTMARES.*

THE SOONER YOU *FORGET* THEM...THE BETTER OFF YOU'LL *BE.*

NOW COME ALONG, DARLING.

THERE'S *SO* MUCH MOMMY WANTS TO *TEACH* YOU.

EVERY CELL IN HIS BODY IS BURNING. EVERY NERVE-ENDING SCREAMING WITH PAIN.

BUT AT LEAST HE'S ALIVE.

*HE TRIES TO FOCUS HIS THOUGHTS...RECALL WHERE HE IS...HOW HE GOT HERE. BUT EVEN THE EFFORT TO **THINK** BRINGS UNBEARABLE WAVES OF AGONY.*

*THIS PAIN... IT SEEMS SO **FAMILIAR**. AS IF IT'S ALL HE'S EVER **KNOWN**. AS IF HE'S SPENT **YEARS** VAINLY TRYING TO ESCAPE IT.*

SO WHEN THE DARKNESS REARS UP AGAIN...HE DOESN'T FIGHT IT...

*...HE **WELCOMES** IT...*

...AND SURRENDERS...

...MOVING DOWN, DOWN, DOWN...

...INTO OBLIVION.

SHRIEKING, PART THREE: The COCOON!

FOREST HILLS.

SHE'S GOING TO *DIE*--

--ISN'T SHE, DOCTOR CAPUTO?

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WE DON'T KNOW THAT, MRS. PARKER. AT THIS POINT, THERE'S PRECIOUS LITTLE WE *DO* KNOW.

YOUR AUNT HAS HAD A *STROKE*. THERE'S BEEN SOME BRAIN-SWELLING.

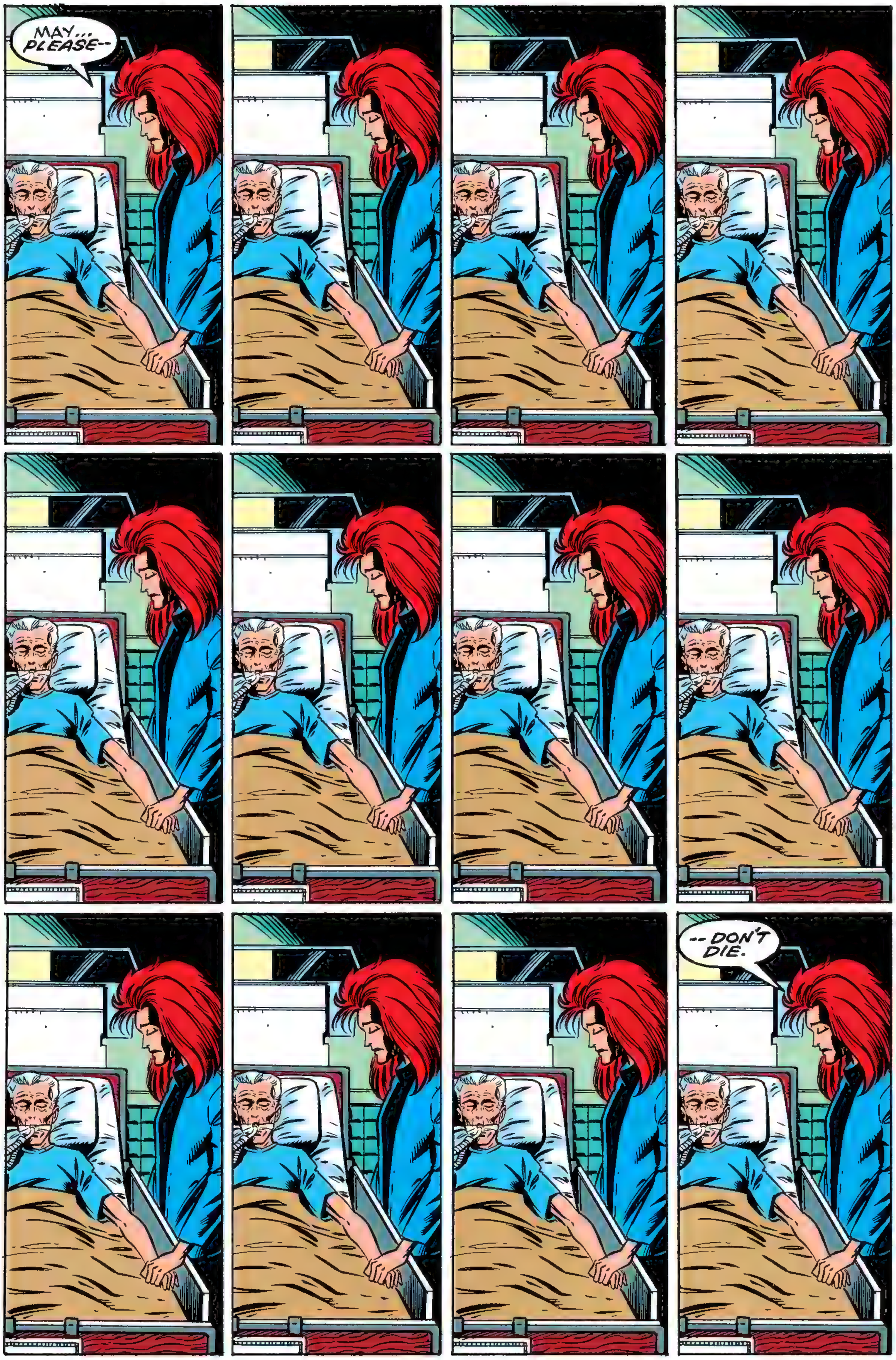
BUT THE COMA--

--COULD LAST FOR HOURS... OR *WEEKS* ...OR--

OR SHE MIGHT *NEVER* COME OUT OF IT...?

RIGHT NOW--

--ALL WE CAN DO IS *WAIT*.


MAY... PLEASE--
--DON'T DIE.

GREENWICH VILLAGE.

I DON'T HAVE A MASTER CARD!

LEATHERS

SO CHARGE THIS!!

KKRASSH

HE'S RUNNING AWAY, MOTHER. SHOULD I--?

NO, NO-- LET HIM GO.

AFTER ALL, HE DID GIVE US A DISCOUNT.

ISN'T SHOPPING TOGETHER FUN, CARRION? DO YOU LIKE YOUR NEW CLOTHES?

THEY SEEM... APPROPRIATE.

Y'KNOW, WHEN I WAS A LITTLE GIRL... MY MOTHER WOULD TAKE ME TO MACY'S AND BUY ME A NEW OUTFIT WHENEVER I WAS--

--UPSET...?

I...I WAS A FAT LITTLE THING, THEN. IT WAS ALWAYS SO HUMILIATING... STANDING THERE WHILE THE TAILOR MEASURED ME... AND MOTHER ROLLED HER EYES AS IF I WAS THE BIGGEST EMBARRASSMENT IN HER LIFE.

THEN WE'D GET HOME AND SHE'D PARADE ME IN FRONT OF MY FATHER... TELLING ME HOW BEAUTIFUL I LOOKED IN MY NEW DRESS. AS IF THAT COULD MAKE UP FOR WHAT THEY DID TO ME.

WHAT THEY DID TO ME--?!

ASKED TIME AND AGAIN BY DOCTOR KAFKA TO DETAIL THE CHILD-HOOD ABUSES SHE ALLUDED TO, FRANCES BARRISON WOULD TURN A BLANK EYE KAFKA'S WAY...

...AND SAY, IN A DEAD, DRONING VOICE: "I DON'T REMEMBER."

MOTHER--?

WHEN IT WAS ALL OVER, KAFKA WOULD AGAIN ASK--COM-PASSIONATELY, TENDER-LY--ABOUT THE MEMO-RIES, AND BARRISON WOULD AGAIN STARE, DEAD-EYED, AT THE DOCTOR, CLAIMING NO RECOLLECTION.

THEN--SOMETIMES FOR HOURS ON END--SHE WOULD SCREAM AND CLAW AT HER-SELF; WRITHE AND TREMBLE AND HOWL.

MOTHER... PLEASE--

--STOP!

THE FACT WAS, KAFKA REALIZED, THAT BARRISON WAS TELLING THE TRUTH. HER CONSCIOUS MIND HAD BLOCKED OUT THE DETAILS OF THE HORRORS HEAPED UPON HER.

BUT IN THE SHADOWS OF THE UNCONSCIOUS, THE TRUTH FESTERED AND BOILED, PUSH-ING AT THE FRAGILE BARRIERS SHRIEK'S PSYCHE ERECTED TO PROTECT ITSELF.

THEY'RE PUSHING NOW.

HER BODY, TOO, REMEMBERS WHAT THE MIND CHOOSES TO DENY. EACH HAND THAT TOUCHED HER, EACH PHYSICAL DEGRADATION, HAS LEFT ITS IMPRINT ON HER SKIN--SEEPING DEEP INTO EVERY MUSCLE, BONE, AND CELL.

AND IS IT ANY WONDER THAT HER "SON" COWERS IN TERROR, HIS "MOTHER'S" OUTBURST TRIGGERING MEMORIES OF HIS OWN...

IS IT ANY WONDER, THEN, THAT FRANCES BARRISON SHRIEKS-- SEEKING TO WASH THE DISEASE OUT AND AWAY...

...ON SONIC WAVE AFTER SONIC WAVE?

...MEMORIES OF ANOTHER MOTHER--ONE FAR KINDER, FAR SANER THAN THIS TORMENTED SOUL?

SHE SENSES CARRION'S CONFUSION...

...SENSES HER "CHILD" SLIPPING AWAY...

CARRION... DARLING... WHAT IS IT?

...AND THAT REALIZATION PULLS HER BACK FROM THE HEART OF HER MAD-NESS.

BECAUSE THE THOUGHT OF LOSING THE ONE SOUL IN THE WORLD WHO'S BECOME THE FOCUS FOR HER DESPERATE NEED FOR LOVE...

Y-YOU'RE YOU'RE NOT MY MOTHER!

...IS EVEN MORE TERRIFYING THAN THE DEMONS OF THE PAST.

OF COURSE I AM, SWEET-HEART.

I'M YOUR MOTHER-- AND I LOVE YOU!

NO, YOU'RE NOT!

BUT... IF WHAT YOU SAY IS TRUE... IF YOU DO LOVE ME... PLEASE--

"--LET ME GO HOME!"

ASTORIA.

YES, COLONEL JAMESON--

--I'M SURE YOU'RE DOING ALL YOU CAN TO FIND HIM.

BUT THE LONGER MALCOLM'S OUT THERE WITH HER...THE GREATER THE CHANCES THAT THE *VIRUS* WILL--

YES, COLONEL. OF COURSE.

YOU'LL CALL ME LATER...?

THANK YOU. THANK YOU SO MUCH. AND... I'LL BE SURE TO SAY A PRAYER FOR *DOCTOR KAFKA.*

FOR ALL OF US.

MANHATTAN.

TOO MUCH, TOO FAST.

HIS PARENTS, THE CHAMELEON, HARRY.

BUT, FOR ALL HIS EXTRAORDINARY ABILITIES, THE MAN BENEATH THE MASK IS HUMAN. AND HUMAN BEINGS NEED REST.

THERE'S JUST SO LONG EVEN SPIDER-MAN CAN PUSH HIMSELF BEFORE HIS BODY STOPS HIM COLD IN HIS TRACKS.

ALL HE WANTS NOW IS TO ESCAPE INTO SLEEP, INTO SWEET, BLACK UNCONSCIOUSNESS...

ALL HE WANTS IS TO HIDE BEHIND THE SPIDER'S MASK... LOSE HIMSELF IN THE SPIDER'S WORLD.

IF ONLY CARRION HAD FINISHED THE JOB, HE THINKS, SINKING INTO OBLIVION. IF ONLY HE'D KILLED ME.

BUT FOR NOW, SLEEP WILL HAVE TO DO. A SHORT DEATH.

A BRIEF RESPITE.

... A...

HE CAN'T SAY HOW LONG HE'S SLEPT--HALF A MINUTE OR HALF THE DAY--OR WHAT INNER VOICE IT IS THAT CALLS HIM UP OUT OF SLEEP...

...DRAWING HIS ATTENTION TO THE NOTE HE SHOULD HAVE SEEN BEFORE.

THE NOTE THAT TAKES PETER PARKER'S ALREADY SHATTERED WORLD...

Peter

Peter

Peter

...AND GRINDS IT INTO DUST..

PETER...?

PETER--I SAW YOU THERE...OUTSIDE THE HOSPITAL ROOM.

OH, HONEY, I KNOW HOW *UPSET* YOU MUST BE--

--BUT NOW, MORE THAN EVER, WE'VE GOT TO--

IT'S NOT FAIR.

IT'S NOT FAIR!

IT'S NOT FAIR.

ASTORIA.

IF I CAN FIND MALCOLM, *BEATRICE McBRIDE THINKS*, TALK TO HIM... I *KNOW* I'LL BE ABLE TO REACH...

...OH, LORD...

THE REPORT ON THE RADIO SAID THAT CARRION AND SHRIEK HAD BEEN SIGHTED IN THE EAST VILLAGE.

...MY DARLING BOY.

I THINK IT'S TIME, MRS. McBRIDE, THAT YOU AND I HAD A LITTLE... TALK--

--WOMAN-TO-WOMAN--

--ABOUT MY *SON.*

YOUR SON?

NO MATTER WHAT YOU'VE DONE TO HIM... EVEN IF THAT VIRUS HAS STOLEN HIS *MEMORY* OF ME--

--I'M HIS MOTHER--

--AND *NOTHING* CAN CHANGE THAT!

...MOTHER...?

SHE'S NOT YOUR

--MOTHER!!

WHUD

I AM! I'M THE ONE WHO LOVES YOU! WHO'D SACRIFICE HER LIFE FOR YOU A THOU-SAND TIMES!

PEOPLE LIKE HER--THEY PUT ON A GOOD SHOW FOR THE WORLD! THEY SMILE THEIR JUNE CLEAVER SMILES AND PRETEND THAT THEY'RE GENTLE AND GOOD ...THAT THEY CARE!

BUT THEN...WHEN THE WORLD'S NOT LOOKING... THEY SHOW THEIR TRUE FACE--

--AND ONLY THE CHILDREN EVER SEE IT!

ONLY THE CHILDREN!

SHE'S A BAD MEMORY YOU HAVE TO FORGET, CARRION! SHE'S THE PAST YOU HAVE TO KILL! I'M YOUR WORLD NOW! I'LL PROTECT YOU IN A WAY SHE NEVER COULD!

THE TIME HAS COME, MY SWEET SON-- TO KILL THE PAST! AND ONLY YOU CAN DO IT!

KILL HER, SON!

KILL HER NOW!

PETER...?

MANHATTAN.

DON'T WORRY ABOUT THE LIVING ROOM, HON. I STRAIGHTENED EVERYTHING UP. NO HARM--

--DONE...?

NOW, MARY JANE REALIZES, EVEN THE MASK ISN'T ENOUGH.

NOW HE HAS TO GO DEEPER-- INTO THE DARK. INTO THE WARM. INTO THE SOUND-LESS AND SOULLESS.

INTO THE COCOON.

A PLACE OF NO THOUGHT OR FEEL-ING. A PLACE WHERE PEOPLE CAN'T GET CLOSE TO HIM. CAN'T BETRAY HIM. CAN'T HURT HIM.

CAN'T DIE.

SHE STANDS, NUMB AND DISBELIEVING, FOR FIVE INFINITE, UNENDURABLE MINUTES.

THEN, BEYOND TEARS, SHE TURNS AND WALKS OUT OF THE ROOM, OUT OF THE APARTMENT...

...LEAVES HIM THERE...

...WHERE HE WANTS TO BE:

ALONE...

...IN THE DARK.

SOMEONE DIED THERE IN THE COCOON. SOMEONE SOFT AND VULNERABLE. SOMEONE BRUTALIZED AND FRIGHTENED.

BUT THERE'LL BE NO TEARS FOR THE DECEASED.

NO PRAYERS.

NO REQUIEMS.

REST IN PEACE, PETER PARKER, *HE THINKS.* LONG MAY YOU ROT.

NOW AND FOREVER--

--I AM THE SPIDER.

ASTORIA.

I'VE BEEN *PATIENT* WITH YOU, CARRION... I TRULY *HAVE.* BUT EVEN THE *BEST* MOTHER'S PATIENCE WEARS *THIN* AFTER A WHILE.

KILL HER... *NOW*... OR I SWEAR THAT--

I... I *WANT* TO PLEASE YOU, MOTHER! *I DO!*

BUT... I'M SO CON-FUSED!

I... I *REMEMBER* HER. REMEMBER... *TENDERNESS. KINDNESS.*

YOU REMEMBER LIES!

NO, MALCOLM... IT'S THE *TRUTH!* YOU *KNOW* IT IS! *COME* TO ME, SON! WALK AWAY FROM HER--

--*AND COME TO ME!*

WOMAN... I HAVE HAD *ENOUGH* OF YOU AND YOUR SANCTI-MONIOUS *POSTURING!*

HE MAY NOT SEE THROUGH YOU-- BUT *I DO!*

AND ONCE I CRUSH THE BLOODY *LIFE* OUT OF YOU, MY SON WILL--

SHRIEK STOPS, IN MID-SENTENCE...

...SENSING HIM THERE, BEHIND HER.

THE MAN IN THE DOORWAY IS SILENT-- BUT HIS SILENCE SPEAKS VOLUMES:

"I AM NOT WHAT I WAS BEFORE," *THE SILENCE SAYS.* "I AM ANGER, I AM MADNESS. I AM THE SPIDER.

"AND GOD HELP YOU IF YOU GET IN MY WAY"

SHRIEKING
CONCLUDES NEXT ISSUE!

MARVEL COMICS

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SHRIEKING

THE FINALE!

the AMAZING SPIDER-MAN®

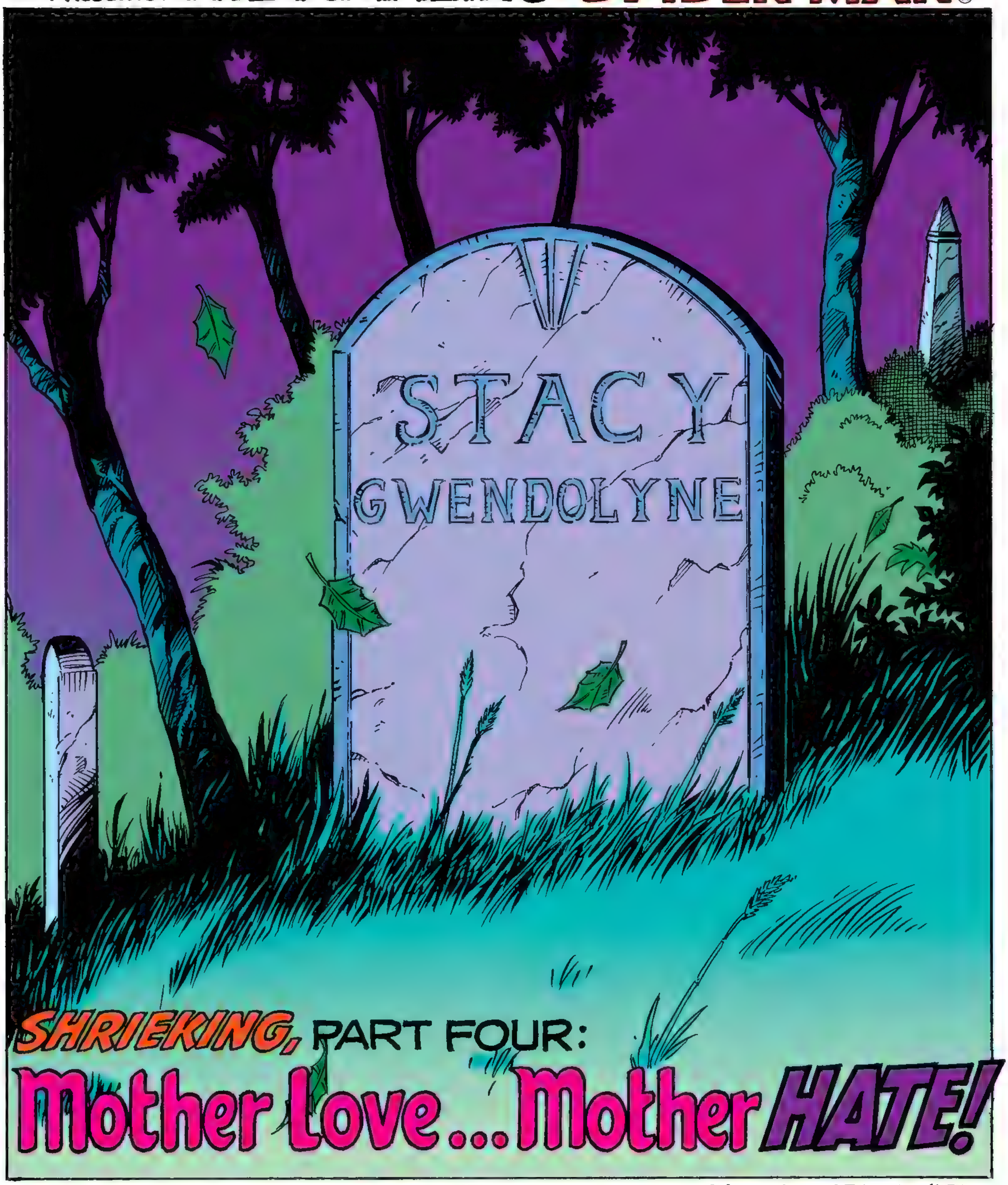
INSIDE: THE SPIDER-MAN® MYSTERY DEEPENS!

SAVAGE SHOWDOWN!

BAGLEY + RE '94

*BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!*

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®



SHRIEKING, PART FOUR:
Mother Love...Mother HATE!

J.M. DE MATTEIS, *WRITER*
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TOM DEFALCO, *CHIEF*
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DANNY FINGEROTH, *EDITOR*

STACY
GWENDOLYNE

STACY
GWENDOLYNE

STACY
GWENDOLYNE

GWEN

COULDN'T KEEP AWAY--

--COULD YOU?

HE'S BECOME *OBSESSED* WITH ME, *CARRION*-- DON'T YOU THINK?

HE KEEPS SAYING HOW MUCH HE HATES ME...BUT YOU KNOW WHAT I THINK?

HE *LOVES* ME.

BUT IF YOU'VE COME HERE TO RESCUE *THIS* PATHETIC EXCUSE FOR A WOMAN*--

--YOU'RE CRAWLING UP THE WRONG WALL!

SPIDER-MAN-- I DON'T MATTER. JUST SAVE MY *SON*--

SAVE MALCOLM!

NOTHING TO *SAY* FOR YOURSELF, *SPIDER-MAN*? PLAYING IT STRONG AND SILENT?

PLAY IT HOW-EVER YOU'D LIKE. DOESN'T MATTER TO ME.

*SEE LAST ISSUE FOR DETAILS. -- DANNY

IF I'VE TOLD YOU ONCE, I'VE TOLD YOU A THOUSAND TIMES--

SHRAKKK

--HE'S NOT YOUR SON--

--HE'S MINE!

THOOOM!

ONCE HE WOULD HAVE HAD A FUNNY LINE... A CLEVER QUIP TO CONCEAL HIS FEAR AND TENSION.

NOW HE'S SILENT AS DEATH.

...CUSHIONS BEATRICE McBRIDE'S FALL WITH A QUICK-LY-WOVEN WEB-CUSHION...

HE BATTERS SHRIEK BACK WITH ONE SWIFT AND MERCILESS BLOW...

THOOOM!

...THEN TURNS BACK TO SHRIEK, HIT-TING HER AGAIN...

...AND AGAIN...

THOOOM!

...AND AGAIN...

...TILL SHE FALLS.

BRUTAL JUSTICE: IT'S NEVER BEEN PETER PARKER'S STYLE.

BUT, AS FAR AS THE MAN BEHIND THE MASK IS CONCERNED...

...PETER PARKER IS DEAD. NOW AND FOREVER...

...HE IS THE SPIDER.

YOU HURT MY *MOTHER!* I'LL *KILL* YOU FOR THAT!

I'LL KILL YOU!

MALCOLM--

NO!

SPIDER-MAN IS OUR *FRIEND!* HE'S TRYING TO *HELP* US!

I...I'M SO CONFUSED. YOU SAY *YOU'RE* MY MOTHER--

--AND...WHEN I LOOK IN YOUR EYES, LISTEN TO YOUR VOICE, IT SEEMS *TRUE!*

YET SHE... *SHE* SAYS SHE'S MY MOTHER, TOO! SAYS THAT SHE *LOVES* ME...THAT SHE'D *DIE* FOR ME!

I DON'T KNOW

WHO

TO

BELIEVE!

...I DON'T KNOW...!

WE'VE GOT TO GO--

--NOW--

--WHILE HE'S DISTRACTED!

SHE'S MET THIS MASKED ADVENTURER BEFORE. BEEN GRATEFUL FOR THE COMFORT HE'S OFFERED HER FAMILY.

BUT TONIGHT THERE'S SOMETHING IN HIS VOICE...SOMETHING COLD AND DARK AND ANGRY.

SUDDENLY, HAVING HIM HERE IN HER HOUSE DOESN'T SEEM COMFORTING AT ALL. HIS HANDS UPON HER MAKE HER SKIN CRAWL...

...AND SHE PULLS AWAY, LIKE A FRIGHTENED DEER.

HER FEAR IS NOTICED BY HER TORMENTED SON.

GOOD, CARRION THINKS. NOW ONE THING, AT LEAST, IS CLEAR. I MAY NOT KNOW WHO TO LOVE...

...BUT I KNOW WHO TO HATE!

ONE TOUCH FROM MY HANDS CAN DISRUPT EVERY CELL IN YOUR BODY, SPIDER-MAN! BUT IT'S NOT YOUR DEATH I'M AFTER!

NOT YET, ANYWAY!

I WANT YOU TO SUFFER AS I'VE SUFFERED... TO FEEL PAIN AS I'VE FELT PAIN!

AND ONLY AFTER I'VE GIVEN YOU A TASTE OF THE AGONY I'VE LIVED WITH--

KOOOM!

KRAAAK!

--WILL I GRANT YOU THE RELEASE OF--

THE SPIDER LAUGHS-- BUT IT'S AN UGLY, HUMOR-LESS SOUND.

--DEATH...?!

AND WHEN HE SPEAKS, HIS VOICE IS BITTER ...VENOM DRIP-PING FROM EVERY WORD:

SHRAAAK!

I TURN NEW YORK *UPSIDE DOWN* TILL I FIND YOU-- RISK MY *LIFE* AGAINST THAT LUNATIC, SHRIEK--

--AND *THIS* IS WHAT I GET IN RETURN?!

WHY DO I *BOTHER*?!

WHY SHOULD I *CARE* IF THAT VIRUS EATS AWAY AT YOU TILL YOU DIE?!

TELL ME *THAT*, MALCOLM--

--WHY SHOULD I *CARE*?!

PARKER MAY

IT'S ME, MAY.

IT'S MARY JANE.

I KNOW IT SOUNDS KIND OF CRAZY... BUT I HAD TO *TALK* TO YOU. I HAD TO LET YOU KNOW--

--WHY I'M GOING *AWAY.*

THE WHOLE WORLD'S COLLAPSING AROUND US. YOU HAVING THIS *STROKE*... IT'S BEEN THE FINAL STRAW FOR PETER --

--AND FOR *ME.*

OH, I *USED* TO HIDE. I WAS A *MASTER* AT IT.

HAD A MASK AS GOOD AS PETER'S. I WAS CAREFREE MARY JANE, THE PARTY GIRL. IF I HAD A PROBLEM, I JUST STAYED OUT ALL NIGHT DANCING AND LAUGHING--

--TILL I PUSHED THE PAIN *AWAY.*

IF THAT DIDN'T WORK, THERE WAS ALWAYS MY *ACTING.* LIFE GOT TOO TOUGH... I JUST LOST MYSELF IN THE *PART.*

OF COURSE *HE'S* HIDING BEHIND THAT MASK--

--AND *I'M* OUT HERE ON THE FRONT LINES ALONE.

GUESS THAT'S WHAT *PETER'S* BEEN DOING LATELY.

BIG TIME.

ANYWAY... WHAT I'M TRYING TO SAY IS... I CAN'T *DO* IT ANY MORE. I'M NOT THE BRAINLESS DISCO QUEEN I PRETENDED TO BE WHEN I FIRST MET YOU. PROBLEM IS, I'VE BEEN PRETENDING SO *LONG*--

--I'M NOT SURE *WHO* I AM.

THAT'S WHY I'M GOING *HOME*, MAY. TO SEE MY SISTER. MOST OF ALL-- TO SEE MY *DAD*.

I'VE BEEN RUNNING AWAY FROM *HIM* ALMOST AS LONG AS *HE'S* BEEN RUNNING FROM *ME*.

THIS AWFUL MESS WITH RICHARD AND MARY... IT'S MADE ME SEE HOW *IM-PORTANT* FAMILY IS--

--HOW WHERE WE *COME* FROM--

--MAKES US WHO WE *ARE*.

HOW CAN I HELP PETER... MAKE MY MARRIAGE... MY *LIFE*... WORK IN THE HERE AND NOW--

--IF I HAVEN'T MADE PEACE WITH THE *PAST*?

AUNT ANNA'S COMING UP FROM FLORIDA. SHE'LL *BE* HERE FOR YOU. AND I WON'T BE GONE VERY LONG, MAY... I *SWEAR* I WON'T.

PLEASE DON'T THINK I DON'T LOVE YOU. I *DO*. WITH ALL MY *HEART*.

BUT I HAVE TO DO THIS.

I HAVE TO GO HOME.

SHE WONDERS HOW THIS COULD HAVE HAPPENED.

HOW DID HER SON TURN INTO A MONSTER?

HER HOME INTO A BATTLE-FIELD?

BEATRICE McBRIDE'S LIFE HASN'T BEEN AN EASY ONE. HER HUSBAND DIED WHEN MALCOLM WAS ONLY FOUR. THERE WASN'T MUCH MONEY...SO SHE WORKED TWO JOBS, WENT BACK TO SCHOOL.

HOW MANY TIMES DID SHE WANT TO GIVE IN--TO BITTERNESS? TO DESPAIR?

AND SHE WOULD HAVE...

...IF SHE DIDN'T HAVE HER FAITH TO SUSTAIN HER.

FAITH IN SOMETHING BIGGER. A FORCE OF LOVE THAT BINDS EACH HEART.

IN THOSE MOMENTS OF QUIET PRAYER, THE WORLD--NO MATTER HOW CHAOTIC IT PREVIOUSLY SEEMED...

...SUDDENLY TRANSFORMED INTO A PLACE OF QUIET JOY. SERENE ORDER.

BUT THERE'S NO ORDER NOW.

JUST VIO-LENCE AND MADNESS.

WHAT VIRUS, SHE WONDERS, IS EATING AWAY AT SPIDER-MAN'S SOUL?

WHAT DISEASE OF THE SPIRIT HAS TAKEN THIS GOOD MAN-- AND TWISTED HIM SO?

SHE CAN SENSE THAT IT'S NOT EVEN MALCOLM HE'S STRIKING OUT AGAINST; THAT CARRION HAS BECOME A FOCUS FOR A RAGE THAT HAS LITTLE, IF ANY-THING, TO DO WITH HER SON.

AND HER HEART BREAKS...

...FOR BOTH OF THEM.

SPIDER-MAN-- I'M BEGGING YOU--

--DON'T DO THIS--

--TO MALCOLM--

--OR TO YOURSELF!

PLEASE!

I'M SORRY.

OH, MRS. McBRIDE--

--I AM SO--

--SORRY--?!

KWAAKOOOM!

I KNEW IT!

PLAYING THE BIG BAD TOUGH GUY-- WHEN UNDER-NEATH--

--HE WAS A PATHETIC *WEAKLING* ALL ALONG!

"I'M SORRY! I'M *SOOO* SORRY!"

I CAN'T *BELIEVE* I THOUGHT YOU'D MAKE A PROPER *FATHER* FOR MY BOY!

WE DON'T NEED *HIM*, CARRION! WE DON'T NEED *ANYONE!*

WE'LL LOVE EACH OTHER ...TAKE *CARE* OF EACH OTHER...TILL THE END OF OUR DAYS!

MOTHER AND SON-- TOGETHER--

--*FOREVER!*

THE TIME HAS *COME*, MY DARLING. MAKE YOUR *DECISION.*

WHOSE CHILD *ARE* YOU--

--*HERS* OR *MINE?*

AAARRRR!!

MALCOLM... *NO!*

NO!

OH, DEAR GOD-- HE'S TURNING THE CARRION POWER AGAINST *HIMSELF!*

I'VE GOT TO *STOP* HIM! PULL HIS *HANDS* AWAY BEFORE--

WOMAN--

--ARE YOU AS CRAZY AS *I* AM?!

IF YOU SO MUCH AS *TOUCH* THOSE HANDS--

--YOU'LL *DIE!*

DO YOU THINK MY LIFE *MATTERS?* DO YOU THINK I WOULDN'T SACRIFICE MYSELF A *THOUSAND* TIMES OVER--

--TO *SAVE* MY CHILD?

YOU...YOU REALLY *LOVE* HIM. IT'S...IT'S NOT JUST AN *ACT.*

YOU *REALLY LOVE* HIM.

HOW CAN I *HATE* YOU--

--WHEN YOU *LOVE* HIM SO MUCH?

BUT... BUT *I*--

--I LOVE HIM, TOO.

THERE WAS A LITTLE GIRL: BEATEN DOWN. TERRIFIED. ABUSED.

AND SHE WOULD HIDE SOMETIMES, IN THE OLD CHURCH ACROSS THE STREET FROM HER HOUSE.

HIDE IN THE SHADOWS, FINDING COOL COMFORT FOR A FEW HOURS.

FORGETTING THE VOICES THAT SCREAMED, THE SWEATY HANDS THAT TOUCHED AND HIT.

COCOONED IN A FRAGILE PEACE --AND GRASPING, HOWEVER TENUOUSLY...

...A FAR MORE FRAGILE HOPE.

CAN ANYONE SAY WHO THAT LITTLE GIRL WOULD HAVE BECOME HAD THAT COMFORT CONTINUED... HAD THAT HOPE BEEN NURTURED?

PERHAPS A WOMAN NOT UNLIKE BEATRICE McBRIDE.

A WOMAN ABLE TO CARE SO DEEPLY, SO SELFLESSLY...

...THAT SHE WOULD UNHESITATINGLY SACRIFICE HERSELF...

SPIDER-MAN-- LOOK! LOOK!

...IN THE NAME OF LOVE.

THE VIRUS-- IT'S GONE!

SHE TOOK IT AWAY!

HE'S ALL RIGHT!

BUT SHRIEK'S NOT.

SPIDER-MAN HAS SEEN HER USE HER PSYCHIC POWERS TO PULL THE DARKNESS *UP* FROM THE DEPTHS OF THE HUMAN MIND.

BUT THIS TIME, HE REALIZES, SHE'S TAKEN IT ONE STEP *FURTHER.*

DRAWN THE DARKNESS INTO *HERSELF*-- AND THE CARRION VIRUS *WITH* IT.

SHE'S DYING.

LET HER DIE, *THE SPIDER WHISPERS.* IF YOU DON'T, SHE'LL BE BACK-- TO HURT *THEM*...TO HURT *YOU.*

SHE'LL BE BACK--AND YOU'LL HAVE NO ONE TO BLAME...

...BUT *YOURSELF.*

IT'S A CONVINCING ARGUMENT...AND ONE THAT, HALF AN HOUR EARLIER, HE MIGHT HAVE SERIOUSLY CONSIDERED.

I'VE GOT TO GET HER TO A *HOSPITAL.*

BUT IF THIS NIGHT HAS SHOWN HIM ANYTHING, IT'S THIS:

DON'T WORRY ABOUT US. WE'LL BE ALL RIGHT. I'LL TAKE MALCOLM BACK TO *RAVEN-CROFT*--

--YOU HELP *SHRIEK.*

PETER PARKER MAY BE *BURIED ALIVE*...

...BUT HE'S NOT DEAD YET.

MIDTOWN HIGH

CAN I *HELP* YOU WITH SOMETHING, SON?

HUH? NO. I WAS JUST...UH--

AWFULLY LATE T'BE HANGING AROUND THE *HIGH SCHOOL*, DON'T YOU THINK?

GUESS IT IS--

--BUT I JUST GOT BACK TO TOWN... AFTER TOO MANY YEARS *AWAY*--

--AND...WELL ...I USED TO *GO* TO THIS SCHOOL--

--A LONG, LONG TIME *AGO*.

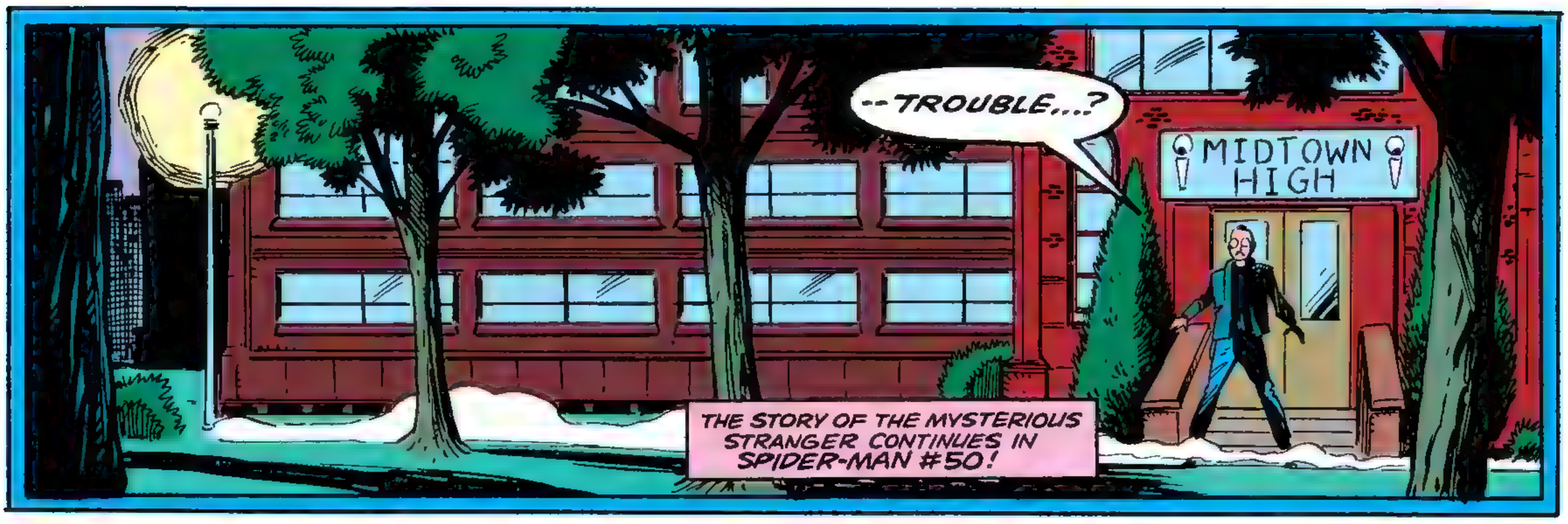
YOU DON'T LOOK ALL THAT OLD T'*ME*. COULDN'T HAVE BEEN *THAT* LONG.

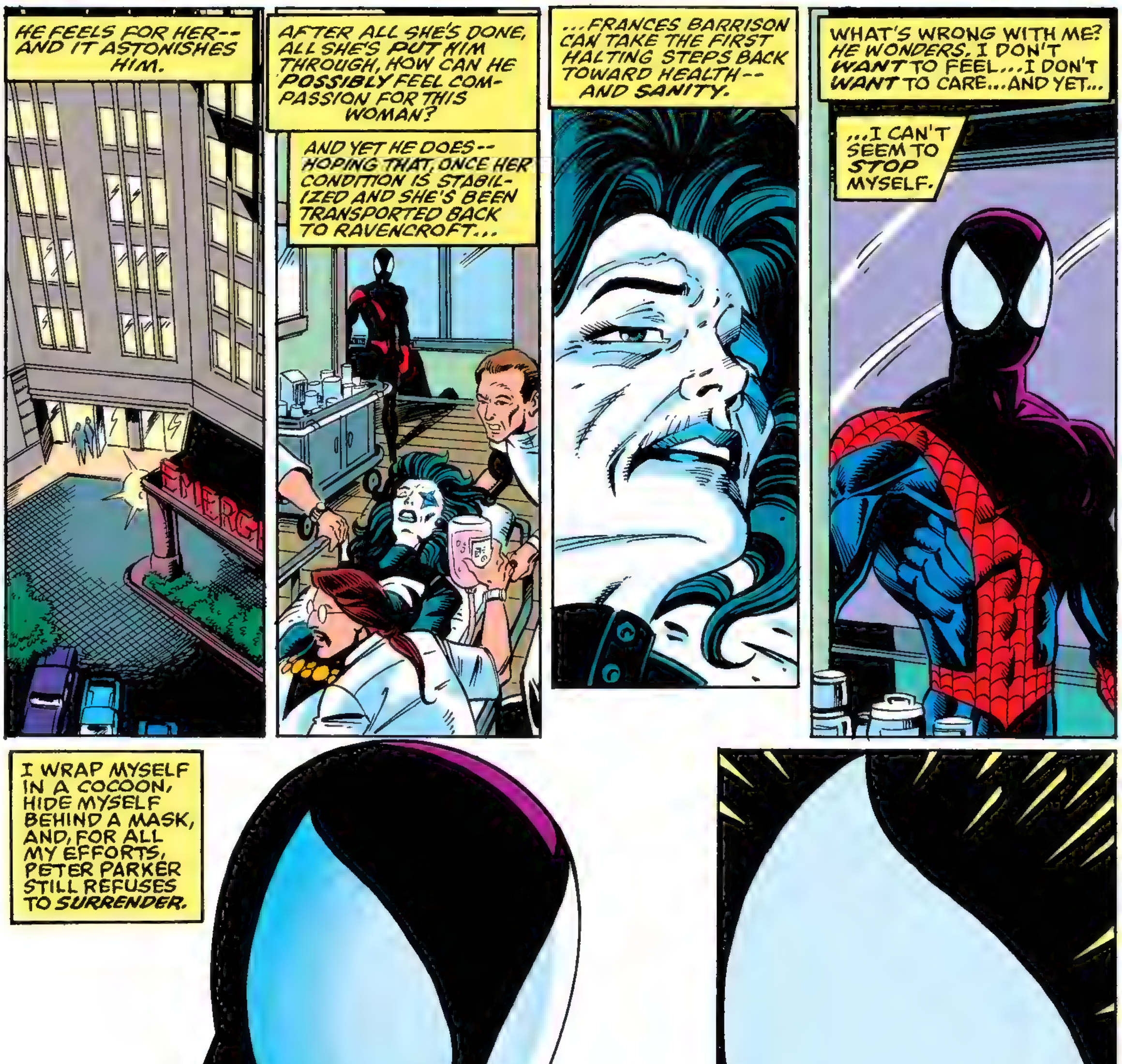
TO TELL YOU THE TRUTH--

--IT FEELS LIKE *LIFETIMES*.

WELL, YOU GO ON AND HAVE YOUR LOOK AT THE OLD PLACE--

--BUT DON'T YOU GO GET-TING YOURSELF INTO ANY--


--TROUBLE...?
MIDTOWN HIGH
THE STORY OF THE MYSTERIOUS STRANGER CONTINUES IN SPIDER-MAN #50!


HE FEELS FOR HER-- AND IT ASTONISHES HIM.
AFTER ALL SHE'S DONE, ALL SHE'S PUT HIM THROUGH, HOW CAN HE POSSIBLY FEEL COMPASSION FOR THIS WOMAN?
AND YET HE DOES-- HOPING THAT, ONCE HER CONDITION IS STABILIZED AND SHE'S BEEN TRANSPORTED BACK TO RAVENCROFT...
...FRANCES BARRISON CAN TAKE THE FIRST HALTING STEPS BACK TOWARD HEALTH-- AND SANITY.
WHAT'S WRONG WITH ME? HE WONDERS. I DON'T WANT TO FEEL...I DON'T WANT TO CARE...AND YET...
...I CAN'T SEEM TO STOP MYSELF.
I WRAP MYSELF IN A COCOON, HIDE MYSELF BEHIND A MASK, AND, FOR ALL MY EFFORTS, PETER PARKER STILL REFUSES TO SURRENDER.
MAYBE UNCLE BEN AND AUNT MAY DID THEIR JOB TOO WELL. MAYBE--

THE SAME HOSPITAL!

RACING HERE--SHRIEK'S SURVIVAL HIS ONLY CONCERN--IT DIDN'T EVEN OCCUR TO HIM THAT THIS IS WHERE THEY'D TAKEN MAY. OR PERHAPS HE UNCONSCIOUSLY CHOSE FOREST HILLS HOSPITAL--KNOWING JUST THAT.

RIGHT NOW IT DOESN'T MATTER.

WHAT MATTERS IS THE LOVE THAT FLOODS HIM AS HE LOOKS IN THROUGH THE WINDOW AT THAT CHERISHED, FAMILIAR FACE.

AT FIRST HE PANICS--SURE SHE MUST BE DEAD. SHE'S SO PALE, HE THINKS. SO STILL! THEN, RELIEVED, HE NOTICES THE GENTLE MOVEMENT OF HER CHEST AS SHE BREATHES.

THE SPIDER IS AFRAID TO GO IN. WANTS TO TURN AND RUN, BACK INTO THE COCOONING DARKNESS.

YES, HE REALIZES, SHE'S ALIVE. BUT EACH OF THOSE GOSSAMER BREATHS--COULD BE HER LAST.

BUT THE MAN REFUSES.

HE'S AGITATED. CONFUSED. BUT HE KNOWS NOW THAT IT'S TIME TO STOP RUNNING.

IT'S TIME TO COME HOME.

(NO, THE SPIDER WHISPERS, YOU'RE SAFE WITH ME! DON'T BE A FOOL! DON'T LET YOURSELF CARE!)

ALL HE WANTS NOW IS TO HOLD HIS WIFE IN HIS ARMS...

...TELL HER HE'S SORRY; BEG HER TO HELP HIM THROUGH THIS AWFUL TIME.

(IF THE MASK COMES OFF, THEY'LL CLAW OUT YOUR *EYES!* IF YOU OPEN YOUR HEART...)

Dear Peter
I don't know if you'll even find this. I don't know when- or if- you're ever coming home.
But, if you read this, I hope you can understand why I'm doing this... why I'm going away. You have to do what's right for you... and I have to do what's right for me.
I'll call soon.
MJ

(...THEY'LL TEAR IT FROM YOUR CHEST!)

ALONE AND UNMOVING, HE SITS...

...STARING DOWN AT THE LIGHTS -- AND THE LIVES -- BELOW.

SO MANY THOUGHTS CRY OUT FOR HIS ATTENTION.

NEVER AGAIN WILL HE ALLOW THE MAN'S VOICE TO SWAY HIM; THE MAN'S HOPES TO SEDUCE HIM. NEVER AGAIN WILL HE SHOW HIS FACE TO THAT CRUEL AND MERCILESS WORLD DOWN THERE.

THE MASK STAYS ON. THE HEART STAYS COLD.

THOUGHTS OF MALCOLM McBRIDE, REUNITED WITH HIS FAMILY... OF FRANCES BARRISON, WHO, EVEN IN THE DEPTHS OF HER MADNESS, FOUND COMPASSION AND LOVE... OF HIS AUNT MAY SLOWLY FADING... HIS WIFE SWIFTLY RETREATING.

THEY CRY AND CRY -- BUT HE TURNS A DEAF EAR. SHUTS THEM OUT. PUSHES THEM DOWN -- INTO THE GRAVE WHERE THEY BELONG.

PARKER'S GRAVE.

NOW AND FOREVER, HE VOWS...

...I AM THE SPIDER.

NEXT: AMAZING'S CHAPTER OF "POWER AND RESPONSIBILITY." IT'S SPIDER-HISTORY IN THE MAKING!

75¢

ASHCAN EDITION

the AMAZING SPIDER-MAN

MARVEL COMICS

FROM THE DESK OF DANNY FINGEROTH

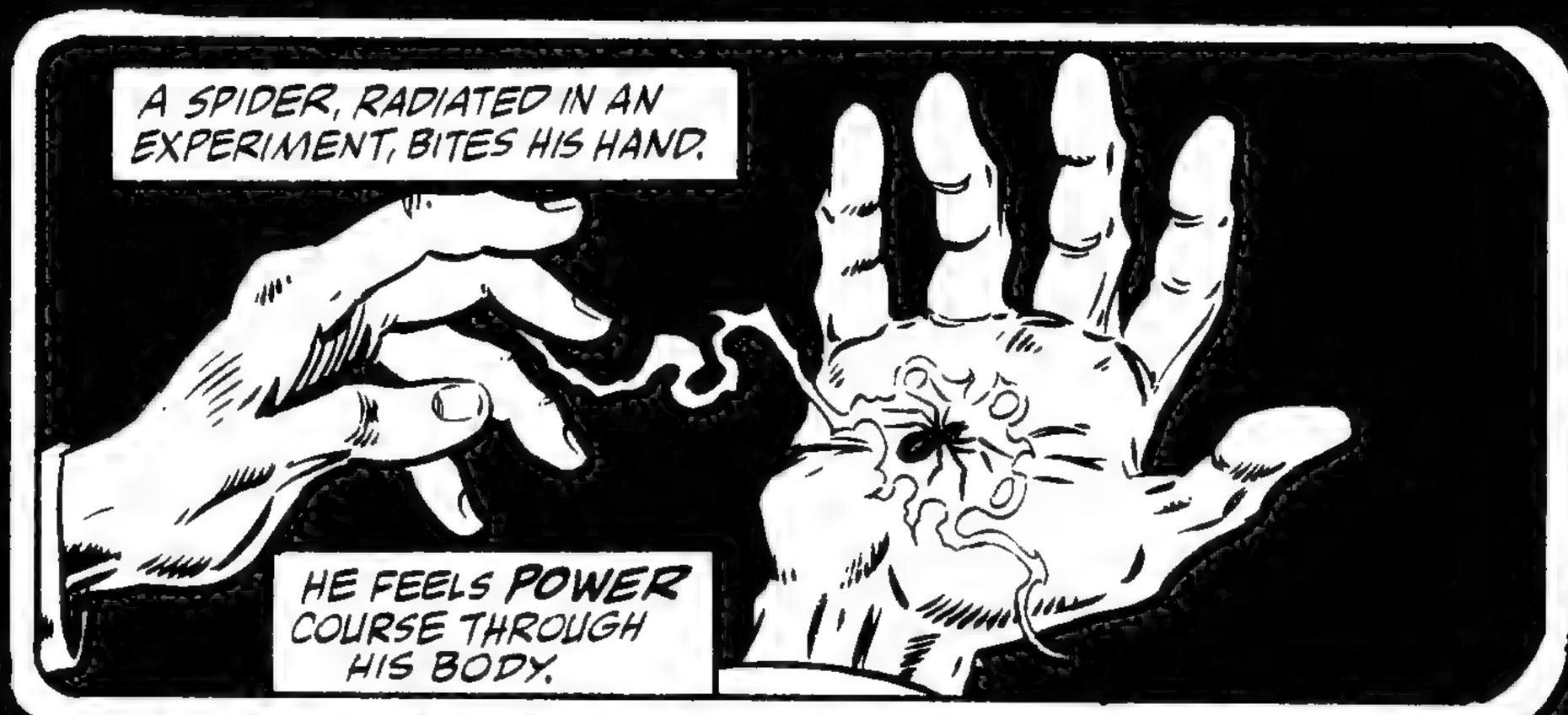
Hey, folks. It's come to my attention that some of you don't read Spider-Man on an ongoing basis. It's not too late. In the months to come, you'll see events that cause Peter Parker to act and react to the world in ways he never has before. Yeah, he'll be darker. But not in a Punisher kind of way. After the explosive revelations regarding his parents, he'll go on a search for the originators of his torment. It's a Spider-Man you've never seen before. A man of shadows, a Spider-Man with the calculating cunning of a real spider. A Spider-Man you'll never be able to forget; and a Spider-Man who'll be different than he ever was before.

DANNY FINGEROTH

Danny Fingeroth,
Spider-Man Group Editor

How It All Began

Back when there was only Peter Parker; before he was Spider-Man, he was a nerd. A wallflower. A loser. At least, that's what everyone thought. His life balanced between his devotion to the only parents he'd ever known, Aunt May and Uncle Ben, and an obsessive curiosity with the world of science. Not the formula for the swinger he'd become.



IN PETER PARKER'S OWN WORDS...

"THANKS TO MY ENHANCED *REFLEXES* AND *COORDINATION*, I'M PRACTICALLY WITHOUT PEER WHEN IT COMES TO *LEAPING*, *SWINGING*, *TUMBLING*, *SOMERSAULTING*... AND ANY OTHER *ACROBATIC ACT!*"

Gaining the proportionate strength of a spider was only part of his new-found abilities. Super human agility, lightning-quick reflexes, the ability to suspend the laws of physics and climb walls, and a spider sense warning him of every danger all combined to make him a hero.

"I GUESS MY *WEIRDEST* POWER IS MY ABILITY TO *CLING* TO ANY *SURFACE*... NO MATTER HOW *SMOOTH* OR *SLEEK* IT MAY BE!

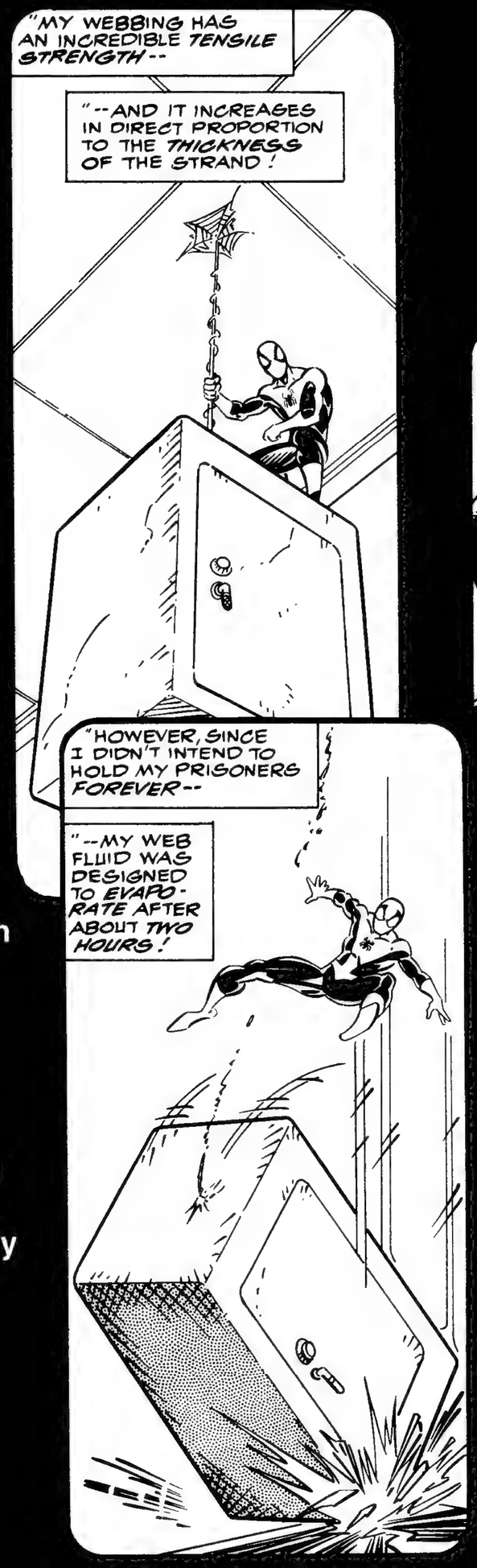
"EVERY SINGLE *PART* OF MY BODY SEEMS TO HAVE THIS ABILITY"

"IT'S SO *SENSITIVE* THAT I OFTEN DON'T EVEN KNOW *WHAT* I'M SENSING!

SOMETHING ABOUT THAT MAN IS BOTHERING ME, BUT... *WHAT IS IT?!*

While chemistry may have been an indirect partner in Spider-Man's creation, there was no accident in the creation of Spider-Man's web-shooters.

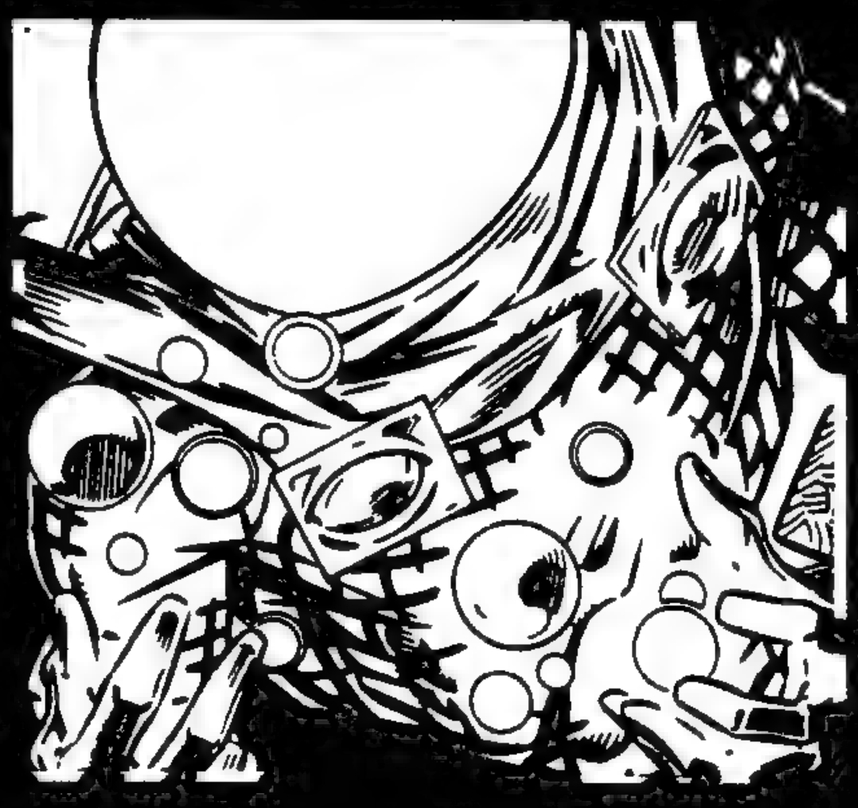
An invention of Peter Parker himself, they made Spider-Man more than a web-swinger. He'd become a man of ingenuity and power.



Spider-Man's career began, not in the shadows, but in the spotlight. A career that would inadvertently cause the death of Peter's Uncle Ben. A career that was short-lived.

The death of Peter Parker's uncle would drive him to battle crime in all its forms, having discovered that with great power, there must also come great responsibility.

HIS ENEMIES



MYSTERIO

Quentin Beck, who worked as a behind-the-scenes movie special effects man, hides behind any number of mind-numbing illusions as Spider-Man's most hypnotic enemy, Mysterio.

VENOM

Spider-Man spawned his own worst enemy when he spurned the alien symbiote that was for a time his costume. Now possessing an ex-reporter with a personal vendetta against Peter Parker, Venom is Spider-Man's greatest foe and greatest responsibility.

CARNAGE

The spawn of Venom, Carnage is a murdering monster adding to the responsibility Spider-Man feels from bringing the symbiote alien to Earth.

VULTURE

The Vulture is in his element whenever he takes to the skies. To this day, he remains a creature obsessed with violent revenge—and Spider-Man is the object of his wrath.

LIZARD

In an effort to restore his amputated arm, Dr. Curt Connors experimented with the restorative enzymes responsible for reptile limb regeneration and was accidentally turned into the ferocious Lizard.

DR. OCTOPUS

Tragically grafted with four titanium steel tentacles, Dr. Octopus turned the freak experiment-gone-wrong into a greater horror by turning to crime. "Doc Ock" has grappled with Spider-Man in hands-to-hand combat more times than almost any other villain.

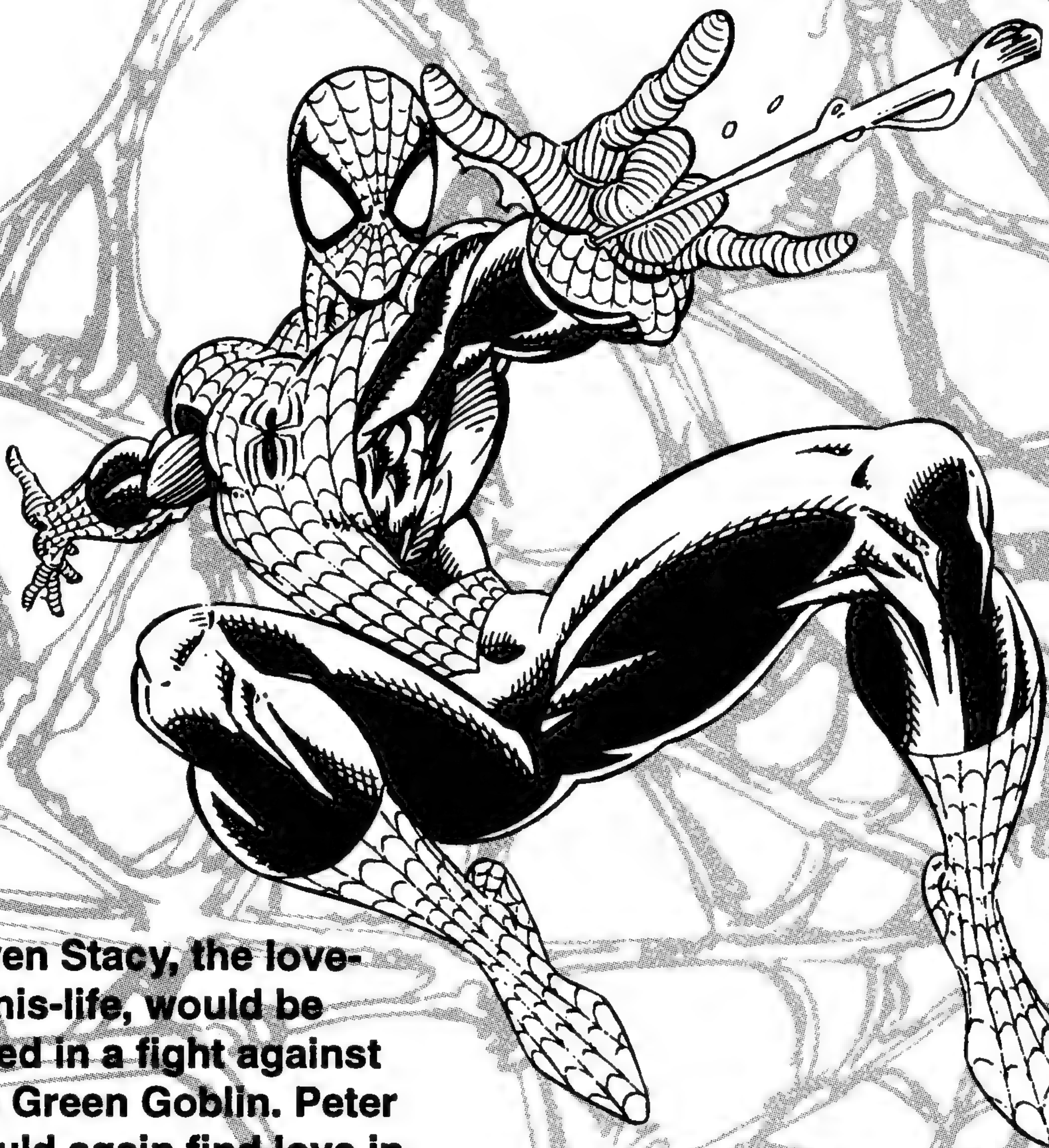
ELECTRO

Once a member of the Sinister Six, Maxwell Dillon possesses the ability to release electrostatic energy of enormous magnitude.
His "charges" include murder, theft, and extortion.

HOBGOBLIN

Like the Green Goblin before him, the Hobgoblin was in reality someone Spider-Man trusted and cared for. Armed with exploding pumpkins, Hobgoblin was determined to destroy everyone Spider-Man ever cared for.

PAGES FROM THE PERSONAL LIFE OF PETER PARKER



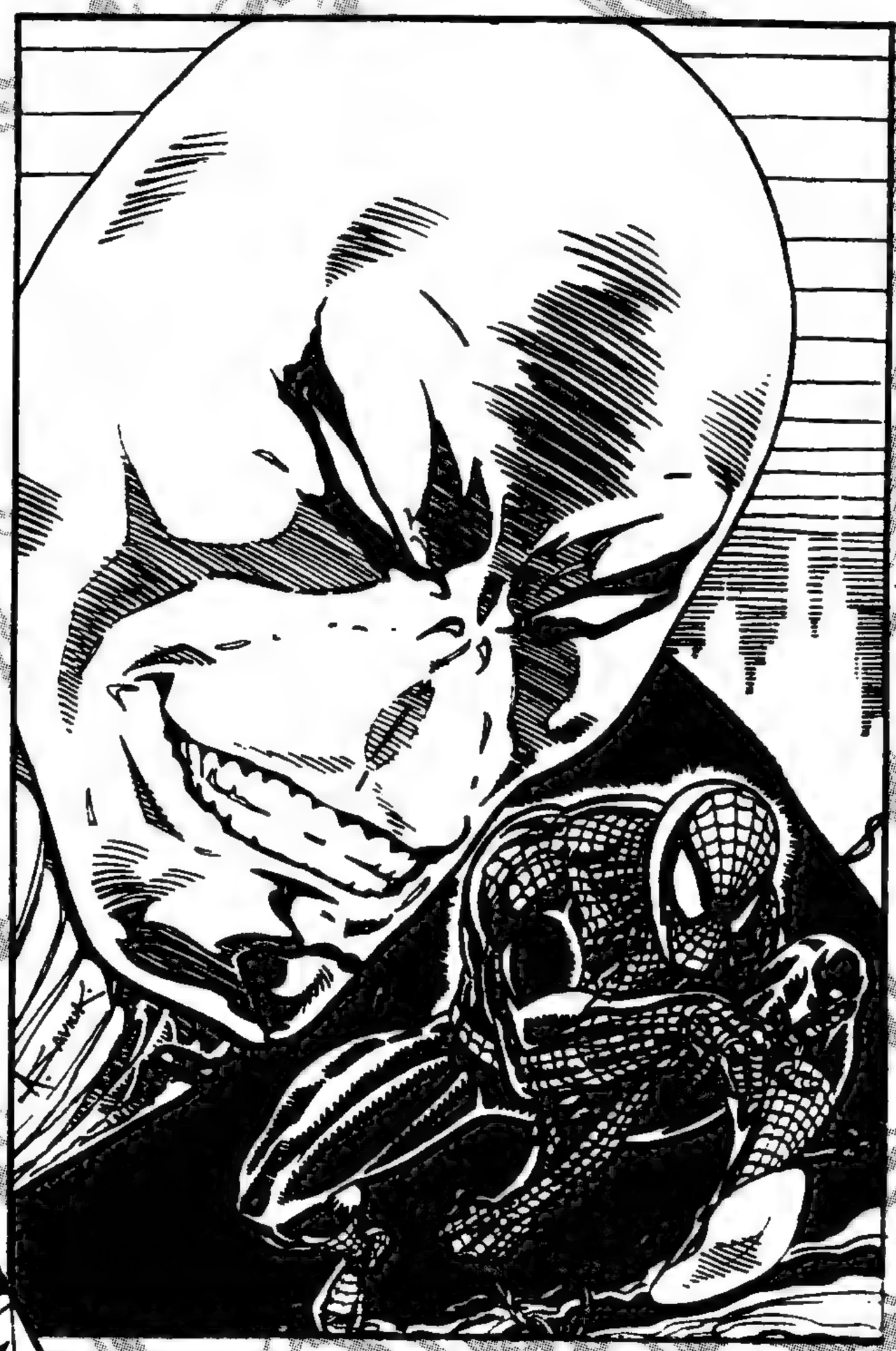
Gwen Stacy, the love-of-his-life, would be killed in a fight against the Green Goblin. Peter would again find love in the arms of Mary Jane Watson and marry her. But perhaps the event that changed Peter Parker's life for all time was the return of his parents. Parents that he believed dead. Parents he would see suffer a horrible fate.

Coming Soon

AMAZING SPIDER-MAN #389
BY J.M. DeMATTEIS,
MARK BAGLEY
AND RANDY EMBERLIN

SPECTACULAR SPIDER-MAN #212
BY STEVEN GRANT AND SAL BUSCEMA

WEB OF SPIDER-MAN #112
BY TERRY KAVANAGH,
ALEX SAVIUK AND
STEPHEN BASKERVILLE



SPIDER-MAN #46
BY HOWARD MACKIE,
TOM LYLE AND SCOTT HANNA

SPIDER-MAN UNLIMITED #5
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VENOM: THE MACE #1 OF 3
BY CARL POTTS AND LIAM SHARP

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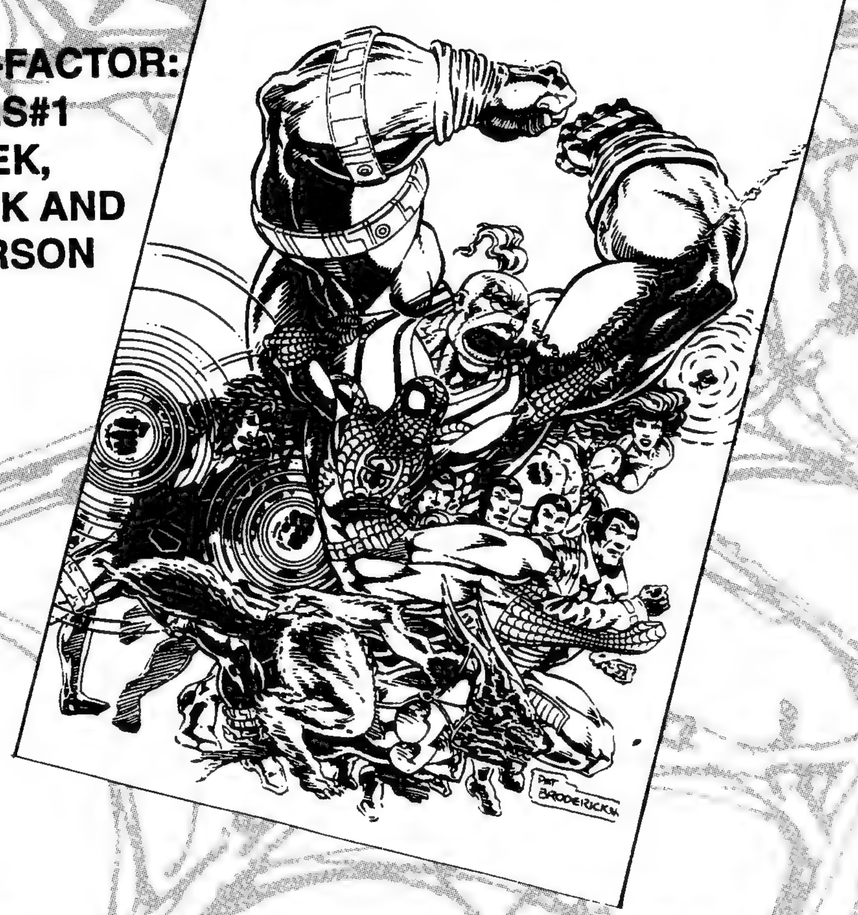
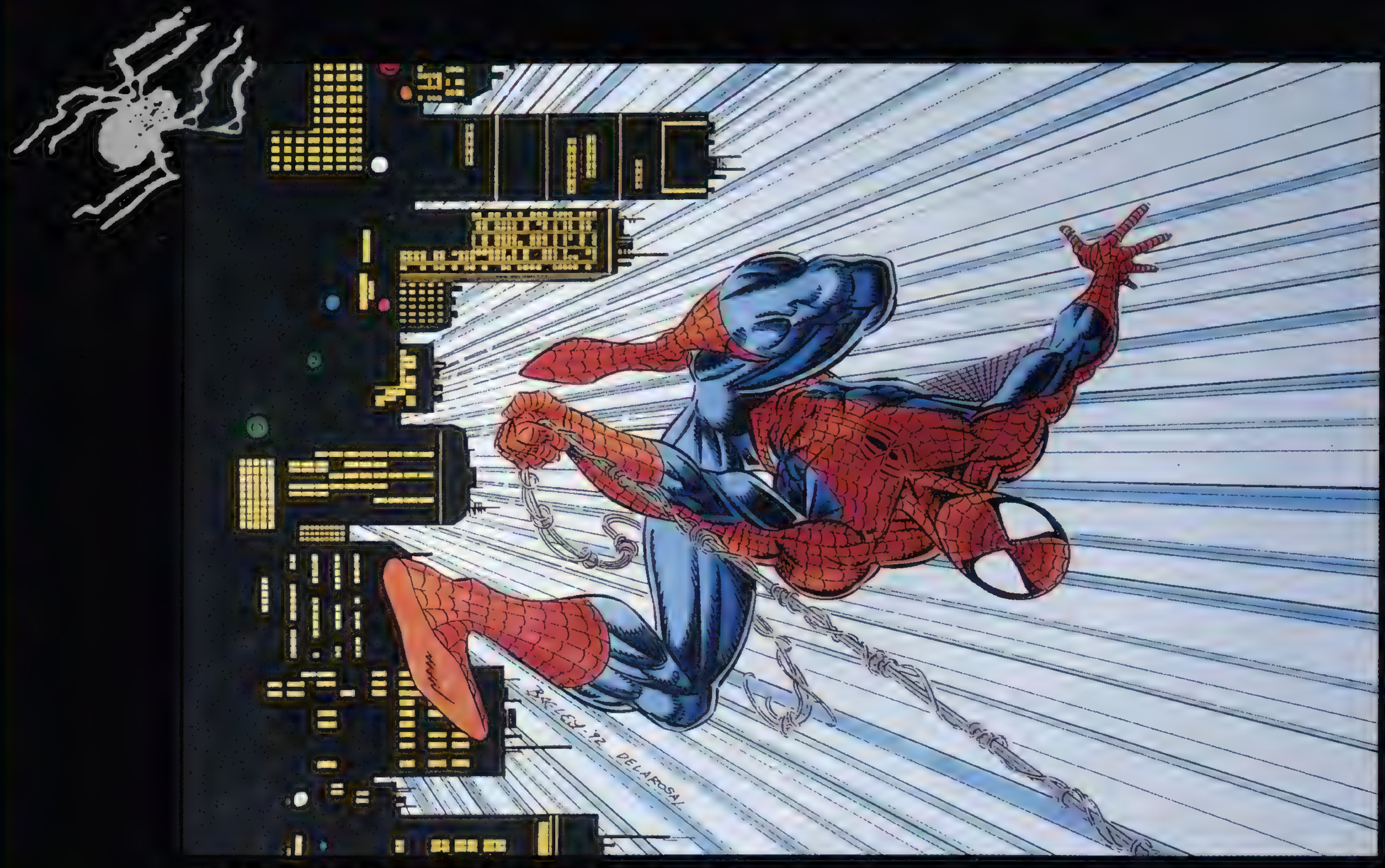
BY KURT BUSIEK, PAT BRODERICK AND BRUCE PATTERSON



BLACK CAT #1 OF 4
BY TERRY KAVANAGH AND ANDREW WILDMAN

NIGHTWATCH
BY TERRY KAVANAGH, RON LIM AND AL MILGROM



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MARVEL HOLIDAY SPECIAL #3 PINUP BY NICK NAPOLITANO

COMRADE ARACHNID

Now that Uncle Sam's shown the Commies the error of their ways, nobody's afraid of the big, bad wolf!

This little morsel of culture shows us that people are the same everywhere, even if they're brainwashed and evil!

GREAT LENIN'S GHOST! AN EXPLOSION HAS OCCURED AT THE PEOPLE'S TRACTOR FACTORY!

GET OVER THERE, PARKEROV!

FAILING TO MEET BETTINA BRONSKI AT THE COLLECTIVE DISCUSSION WOULD BE MOST UNCOMRADELY!

BUT, GEORGI...

NO BUTS! AND IF YOU GET ME PICTURES OF THAT SO-CALLED COMRADE ARACHNID, YOU GET 20 EXTRA RUBLES!

COMRADE ARACHNID? WHAT WOULD HE HAVE TO DO WITH THIS?

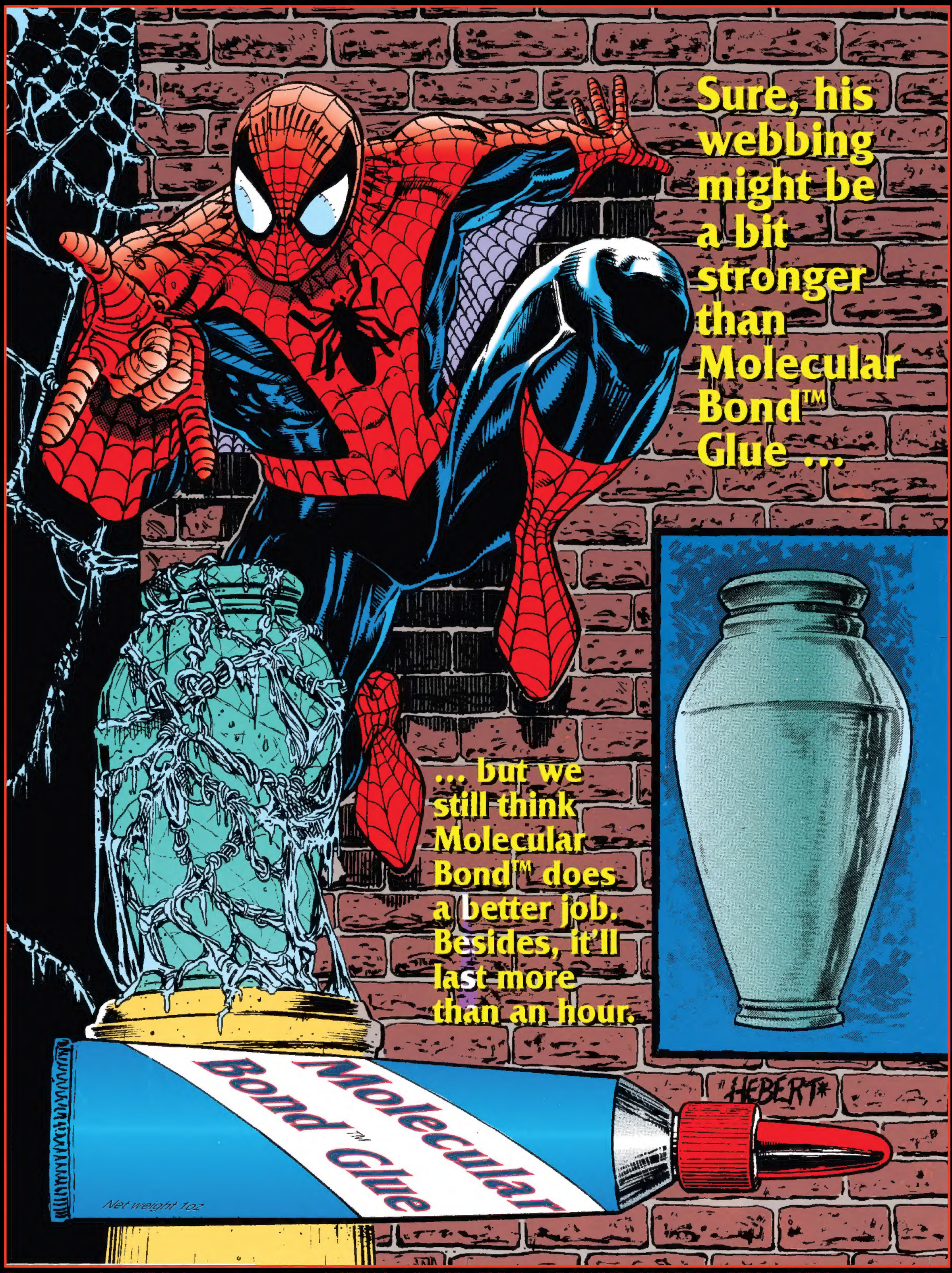
I KNOW HE'S GOT HIS CAPITALIST CLAWS IN IT SOMEHOW. NOW GO GET THOSE PHOTOGRAPHS!

THERE'S ONLY ONE WAY TO GET TO THE FACTORY IN TIME--AS MY ALTER-EGO, COMRADE ARACHNID!

BUT I MUST ALWAYS REMEMBER THAT DESPITE MY INCREDIBLE SUPER POWERS...

I AM NO BETTER OR WORSE THAN MY COMRADES, THE HEROIC PROLETARIAT!

MARVEL '93: THE YEAR IN REVIEW PARODY STRIP BY KEN LEVINE, MARC SIRY & GREGORY WRIGHT



MARVEL '93: THE YEAR IN REVIEW PARODY AD BY JOHN ROZUM, JOHN HEBERT & GREGORY WRIGHT

MARVEL SWIMSUIT SPECIAL #3 PINUP BY DAN LAWLIS, JEFF ALBRECHT & TOM SMITH • TEXT BY ROB TOKAR

Mary and Richard Parker, long presumed dead, returned home months ago alive and well — but Aunt May still has suspicions, and this family reunion will be anything but happy! But first, Spider-Man must survive a showdown with an angrier-than-ever Hulk — and Venom's sparring partners the Jury will serve their verdict on Spidey! And when the Vulture gains a new lease on life at Peter's expense, it sets in motion a chain of events that will rock the wall-crawler's world! An enraged Spider-Man vents his fury on the Chameleon, Shriek and Carrion — but can Peter Parker claw his way back from the brink of madness?

VOLUME
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AMAZING SPIDER-MAN #381-393 & ANNUAL #28, SPIDER-MAN #45, SPECTACULAR SPIDER-MAN #211, WEB OF SPIDER-MAN #112 AND AMAZING SPIDER-MAN ASHCAN EDITION

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